

**JEFFRIES
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Lawyers' Handbook

Please use the printer icon to the right to print the Handbook in its entirety. If you have any questions about this handbook, or the policies and procedures therein, please contact Human Resources, 4-6100.

The purpose of this Handbook is to give you a guide to the Firm's policies and procedures and the benefits it provides as well as including general information on statutory entitlements which may apply to all employees. This Handbook is presented only as a guide and is not intended to serve as a final authority on Human Resources matters. The Firm reserves the right to amend or modify this Handbook and/or modify, suspend or revoke any and all policies, procedures and programs, in whole or in part, at any time, with or without notice.

You acknowledge and agree that the contents of the Handbook are confidential, and that you will not discuss or disclose its contents to any person outside the Firm, except in circumstances where express prior consent has been sought and received from Human Resources.

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1 POLICIES

1.1 Anti-bribery and Anti-corruption

1. Zero Tolerance of Bribery and Corruption

1. 1.1. The Firm has a zero tolerance of bribery and corruption. The anti-bribery and anti-corruption policy extends to all the Firm's business dealings and transactions in all the jurisdictions in which it operates. The anti-bribery and anti-corruption policy will be regularly revised to reflect any changes in the law or in the Firm's business practices. All staff (partners, employees and consultants) are expected to be familiar with each change to the anti-bribery and anti-corruption policy. All staff are required to comply with the anti-bribery and anti-corruption policy, without exception.
2. 1.2. The Firm prohibits bribery and will not tolerate its staff, in their relationship with the Firm, being involved in bribery whether by offering, promising, soliciting, demanding, giving or accepting bribes or behaving corruptly in the expectation of a bribe.
3. 1.3. The Firm is disseminating this Policy to all Staff by posting it on its internal website as a Firm-wide policy.

2. What is Bribery and Corruption?

1. 2.1. Broadly, bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal or a breach of trust. An "advantage" includes a monetary payment or other benefit. An action which is illegal includes the improper performance of a person's professional functions.
2. 2.2. Improper performance of a person's professional function would be a failure to perform it in line with the relevant expectation.
 1. 2.2.1. A professional function is any function of a public nature; any activity connected with a business, trade or profession; any activity carried out in the course of employment; or any activity carried out on behalf of a body of persons (corporate or unincorporated).
 2. 2.2.2. The relevant expectation is that the function will be performed in good faith and performed with impartiality; and where the person doing so is in a position of trust.
3. 2.3. The test for whether the performance of the function has been carried out improperly is objective: would a reasonable person consider that the performance of the function has been carried out improperly?
4. 2.4. Accordingly, it is unacceptable for any member of staff to participate in any form or bribery or corruption, as follows:
 1. 2.4.1. offering, promising or giving an advantage to another person, intending that the person (or someone else on his/her behalf) is rewarded for performing, or being induced to perform, a relevant function improperly;
 2. 2.4.2. requesting, agreeing to or accepting a bribe: intending that a relevant function should be performed improperly, either by him/her or by a third party;

when to do so, in itself, would be improper performance of a relevant function; as a reward for carrying out a relevant function improperly, or in anticipation or consequence that they (or someone else on his/her behalf) will perform a relevant function improperly; and/or

3. 2.4.3. giving, promising to give, or offering a payment, gift or hospitality to a government official, agent or representative to facilitate or expedite a routine procedure.
 4. 2.4.4. If any member of staff is unsure as to whether any act constitutes an act of bribery or corruption, or is unsure as to the meaning of bribery and corruption generally, he/she is instructed to obtain further clarification from the Administration Committee or General Counsel.
3. Promotional Expenditure: Gifts, Hospitality or the Re-Imbursement of Expenses
1. 3.1. The Firm prohibits the offering, giving or receiving of gifts, hospitality and the reimbursement of expenses whenever they are or could reasonably be perceived to be a bribe, or are not reasonable and bona fide.
 2. 3.2. This policy does not prohibit reasonable, proportionate and appropriate gifts and/or hospitality given to or received from third parties, provided it is in accordance with this policy and other Firm policies.
 3. 3.3. The recipient of any gift and/or hospitality should not be given the impression that he/she is under an obligation to confer any business or that his/her independence will be affected by receiving any such hospitality.
 4. 3.4. No hospitality or entertainment will be given to a third party without at least one member of staff being present.
 5. 3.5. The giving to or receiving of gifts from government officials is regulated by the Firm's policy entitled: "Gifts to Government Officials."
 6. 3.6. The giving to or receiving of gifts from individuals or companies that provide the Firm with goods or services is regulated by the Firm's policy entitled: "Vendors – Financial Interests in Vendors; Gifts and Gratuities; Solicitation of Contributions".
4. Charitable Contributions/Corporate Sponsorships
1. 4.1. From time to time, the Firm makes charitable contributions or gives corporate sponsorships, including at the request of Firm clients. These must be approved by the Administration Committee if the value is below \$25,000 or by the Management Committee if the value is above \$25,000. The Firm never makes charitable contributions or corporate sponsorships in an attempt to influence any decision or to gain a business advantage. The Firm only makes charitable donations that are legal and ethical.
 2. 4.2. The organizations which receive charitable contributions or corporate sponsorships from the Firm are organizations which are recognized as having charitable status by the US Internal Revenue Service, or by government departments in other jurisdictions.
 3. 4.3. The Firm will be transparent as to its criteria behind the selection of the organizations to which donations, contributions, sponsorship are made.
 4. 4.4. This policy does not prohibit any individual member of staff from offering, making, seeking or receiving a charitable donation in his or her own private capacity, provided that the donation is made to a bona fide charity, is not intended to have the effect of obtaining a business advantage, and there is no risk that it could be perceived as a bribe in connection with the Firm or its business.
5. Political Contributions
1. 5.1. A political contribution is defined as a contribution, financial or in kind, to support a political cause. A contribution can include both a gift or a loan of property, services, advertising or promotional activities.
 2. 5.2. It is the Firm's policy not to make political contributions in any form, whether to political parties, causes or to support individual candidates. The Firm is not involved in Political Action Committees.
 3. 5.3. Staff may make their own personal contributions, provided that they are not made in any way for the purpose of obtaining or retaining business or securing an advantage for the Firm. The Firm will not reimburse any member of staff in any way for making political contributions.

4. 5.4. If any lawyer of the Firm considers that he or she may be perceived as taking part in lobbying activities, he or she must disclose this to the General Counsel.
6. Facilitation Payments
 1. 6.1. The Firm prohibits "facilitation" payments by its staff, as these are bribes and illegal. Facilitation payments are small payments made to individuals (generally public officials) to secure or speed up routine actions, usually by public officials, such as issuing visas, licenses, permits, or providing services. Paying a higher tariff to a government or governmental entity for a quicker service (e.g. for a visa in 24 hours rather than 1 week) is not a facilitation payment, provided the payment is made to the government or governmental entity and not to the individual personally.
 2. 6.2. Facilitation payments can also be solicited by employees of commercial providers of services, such as telephone or cable services. The Firm's policy also requires that we work to ensure that our agents and other intermediaries, contractors and suppliers do not make facilitation payments on our behalf.
 3. 6.3. Facilitation payments may be requested when a member of staff is travelling. If it becomes necessary to make such a payment under threat of physical harm, confiscation of property or loss of liberty or imprisonment, then payment should be made and reported in detail to the General Counsel on the member of staff's return to the office. If possible, the member of staff should try to obtain a receipt and details of the official to whom the payment was made.
7. Human Resources
 1. 7.1. No member of staff will suffer demotion or penalty or any other disciplinary action or adverse consequence for refusing to pay or accept a bribe, even if such a refusal may result in the Firm losing business.
 2. 7.2. Compliance with the anti-bribery and anti-corruption policy is mandatory for all staff. Failure to comply with the anti-bribery and anti-corruption policy will be a disciplinary offense and can result in termination of employment. Such sanctions will be applied openly and consistently to all members of staff.
 3. 7.3. If any member of staff genuinely and in good faith considers that an act of bribery has or might have taken place, or is likely to occur, he/she must report the matter as soon as possible to the General Counsel.
 4. 7.4. Each member of staff can speak up without fear of recrimination. No member of staff will suffer any detrimental treatment arising out of the reporting of a genuine suspicion in good faith, even if such suspicions turn out to be mistaken. If any member of staff is in any doubt as to whether to report a matter, the matter should be reported.
 5. 7.5. The recruitment of any member of staff must be done on the basis of merit.
 6. 7.6. Recruitment is carried out in accordance with the Firm's policy entitled: "Equal Employment Opportunity Policy."
8. Agents and Other Intermediaries
 - 8.1. The Firm does not use third party agents to obtain work.
9. Vendors/Suppliers: Contracting and Purchasing
 1. 9.1. The Firm's awarding of contracts will be carried out in line with the Firm's policy of zero tolerance of bribery.
 2. 9.2. All material suppliers are selected by reference to clearly specified and documented criteria, relating to the quality of the product or service, its availability and price.
 3. 9.3. Attention is drawn to the Firm's policy entitled: "Vendors – Financial Interests in Vendors; Gifts and Gratuities; Solicitation of Contributions."
10. Internal Controls
 1. 10.1. Accurate record keeping and accounts are the key to ensuring transparency in all transactions involving the Firm.
 2. 10.2. The Firm has an effective system of internal controls to counter bribery, comprising financial and organizational checks and balances over the Firm's accounting and record-keeping practices.
 3. 10.3. The Firm maintains accurate books and records which properly and fairly document all financial transactions.

4. 10.4. The Firm does not and will not maintain "off-the-book" accounts.
5. 10.5. Each member of staff is expected to maintain a high standard of record keeping, and to ensure the accuracy of records or accounts.
6. 10.6. Each member of staff must ensure that he or she submits all expense claims relating to hospitality, gifts or other expenditure incurred in relation to third parties in accordance with the Firm's expenses policy.

11. Review of Policy

1. 11.1. The Administration Committee will review the implementation and adherence to this anti-bribery and anti-corruption policy annually and report to the Management Committee. The Administration Committee will review any incidents of allegations of bribery and corruption and actions taken to correct deficiencies, as they occur and report them to the Management Committee.

This policy is part of the **Beijing General Staff Handbook**.

This policy is part of the **Directors' Handbook**.

This policy is part of the **General Staff Handbook**.

This policy is part of the **Hong Kong General Staff Handbook**.

This policy is part of the **Hong Kong Lawyers' Handbook**.

This policy is part of the **Madrid General Staff Handbook**.

This policy is part of the **Managers' Handbook**.

This policy is part of the **Northern California General Staff Handbook**.

This policy is part of the **Northern California Lawyers' Handbook**.

This policy is part of the **Paris General Staff Handbook**.

This policy is part of the **Paris Lawyers' Handbook**.

This policy is part of the **Supervisors' Handbook**.

This policy is part of the **São Paulo General Staff Handbook**.

This policy is part of the **Tokyo General Staff Handbook**.

This policy is part of the **Washington, D.C. General Staff Handbook**.

This policy is part of the **Lawyers' Handbook**.

This policy is part of the **London General Staff Handbook**.

This policy is part of the **Partners' Handbook**.

1.2 Antitrust Policy - Exchange of Information

It is the long-standing policy of the Firm to comply in all respects with the letter and spirit of the antitrust laws of the United States and foreign countries. The Firm and its personnel must stay within the bounds of the law, and it is our policy that all personnel must also refrain from engaging in any activity that could create the appearance of impropriety.

The penalties for antitrust law violations can be severe, and both the Firm and its personnel could be subject to criminal and civil penalties and civil damages for any such violations.

The most important application of the antitrust laws to the Firm concerns the Firm's relationship with other law firms—its competitors. The antitrust laws prohibit agreements that substantially lessen competition between competitors.

There must be no agreements, discussions or exchanges of information with other law firms or any of their partners or employees about the terms of the competition between us and other law firms or to coordinate current or future competitive decisions. Examples of competitively sensitive decisions would include: (i) for which clients to compete, (ii) the rates charged or to be charged to clients, and (iii) the salaries paid to associates. You must not discuss competitively sensitive subjects in any context—either business or social—with anyone outside of the Firm.

Without permission in advance from the Management Committee, competitively sensitive information should not be provided to any third party.

If you ever have questions about whether conduct you are considering could present an antitrust law risk, you should consult with the Management Committee or Arthur F. Golden, Ronan P. Harty, Joel M. Cohen or Arthur J. Burke.

This policy is part of the **Lawyers' Handbook**.

1.3 Associate and Counsel Compensation Policy for U.S. Based Lawyers on International Assignment

This policy is currently being revised. Please contact Renee DeSantis, Carolina Fenner or Caroline Busuttill-Melchior if you have any questions.

This policy is part of the **Lawyers' Handbook**.

1.4 Bar Admission – Hong Kong

Lawyers in the Hong Kong office who are required, or wish to become, qualified in Hong Kong must apply to the Law Society of Hong Kong for a Certificate Issued under Section 3(2) of the Overseas (Qualification for Admission) Rules and satisfy any and all requirements stated therein before applying for a Certificate of Eligibility for Admission as a Solicitor.

Lawyers who practice US law and are required to become HK qualified may take time off to study and sit for the Overseas Lawyers Qualification Exam ("OLQE") and will be reimbursed the cost of the OLQE preparation course, review materials and exam and admission application fees. Please contact Terese Au Yeung, Legal Recruiting and Development Manager, for specific policy details and any additional questions.

Lawyers who practice US law and wish, but are not required, to become HK qualified must first contact Terese Au Yeung, Legal Recruiting and Development Manager, to determine whether or not the Firm will grant time off to study for, and reimburse the cost of, the OLQE and any other fees and expenses. Such determination will be made on a case by case basis based on the needs of the Firm's Hong Kong practice.

1.5 Bar Admission – London

Lawyers in the London office who wish to become qualified in England and Wales must apply to the SRA for a Certificate of Eligibility and satisfy the requirements of the Qualified Lawyers Transfer Scheme ("QLTS").

When a Partner in the London office has authorized you to take the QLTS, you may take time off to study for and take the exams; the Firm will compensate you for 10 days of study leave, as well as for the days required to take the examination. If you need more time to study, you may use accrued vacation.

You should bill time spent out of the office for QLTS preparation and exams to 98000/900 "QLTS". All expenses related to the QLTS exam and bar admission (fees, prep classes, study materials, etc.) should be charged to 98000/552 – Bar Related Expenses or Bar Admission Only.

Any questions in connection with the QLTS should be directed to Martha Jeacle, Legal Recruiting Manager.

1.6 Bar Examinations and Admission; Continuing Legal Education; Voluntary Bar Association Membership

All lawyers practicing in our offices in the United States must be admitted or, in the case of newly hired lawyers, be in the process of being admitted to practice in the jurisdiction where their Firm office is located. Lawyers practicing outside the United States who practice U.S. law must be admitted in one of the jurisdictions in which the Firm has a U.S. office and be in compliance with any requirements of their local jurisdiction. Lawyers practicing outside of the United States who are not practicing U.S. law must be duly admitted to practice in a jurisdiction as a lawyer and be in compliance with any requirements from that jurisdiction as well as any requirements for such lawyers in the jurisdiction in which they are practicing.

The Firm considers prompt admission to the practice of law and maintenance of each lawyer's good standing to practice serious matters of professional responsibility. The following guidelines are intended to assist you in meeting those obligations and the Firm's expectations. Note that the firm will reimburse the cost of two bar association memberships for each associate.

All bar admission-related documentation (from any jurisdiction) that is required as a result of a lawyer's employment with the Firm, whether past or current, should be directed to Human Resources for completion.

Bar Examination and Admission - New York

Beginning associates must take the New York bar examination before their arrival at the Firm. It is expected that each associate be admitted to the New York Bar as soon as possible after passing the examination and in no event more than 12 months after the bar results are posted without the Firm's approval.

If you are unable to take the bar examination before your arrival, you should make arrangements to take it the first time it is offered after arrival. You may take time off to study for and take the bar; the Firm will compensate you for 12 days leave, including the two days of the examination. If you need more time to study, you may use accrued vacation or, if you do not have accrued vacation available, unpaid leave of absence. You should limit the total time out of the office to a maximum of four consecutive weeks. If you need to repeat the examination, you should do so at the earliest time possible and you are required to inform Renee DeSantis, Director of Associate Development, immediately. You should bill *time* spent out of the office for bar preparation and exam to 98000/900 "Bar Prep/Bar Admission." All expenses related to the bar exam and bar admission (fees, prep classes, travel, etc.) should be charged to 98000/552 – Bar Related Expenses or Bar Admission Only.

The costs of bar review courses and materials are reimbursable whether taken before or after arrival at the Firm. In addition, we will reimburse for transportation to Albany (if applicable) and three-night's hotel stay for the bar exam and transportation to Albany (if applicable) and a one-night hotel stay for bar admission.

In connection with your application for admission to the New York Bar, you will be required to submit a form affidavit for each law-related employment you list on your application, including your employment with the Firm. Human Resources will prepare the affidavit for you. Please send the completed Request for Form Affidavit as to Applicant's Law Related Employment, a copy of which was included in your new arrival orientation packet, to Trish Quinn in Human Resources. She will prepare the affidavit, have it signed by Kathleen Ferrell, chair of the Personnel Committee, and send it to you within three weeks.

Lawyers who are admitted to practice in New York or elsewhere upon arrival at the Firm should inform the Managing Attorney's Office of the jurisdiction(s) of their admission and update their information using the "Bar Admissions" link under "Compliance/Engagement" on the intranet home page.

Lawyers in the New York office who are not admitted to practice in New York or elsewhere must make that fact plain on all papers that they sign for circulation outside the Firm. If you are not yet admitted to practice, put "Law Clerk" underneath your name on all letters, email and other communications. Do not refer to yourself as an "Associate." If you are admitted to practice in a jurisdiction other than New York, you must still indicate that you are a "Law Clerk" and not an "Associate." These rules also apply to attorneys in foreign offices who circulate materials to clients and others in New York.

Registration Fees and Forms for Admitted Lawyers - New York

In order to remain in good standing, lawyers who have been admitted to practice must maintain current registrations. Notices of registration and fees are sent directly to each lawyer by the appropriate regulator. The Firm will pay bar renewal/registration fees in New York, California or the District of Columbia (based on the office in which you are assigned), but not in other jurisdictions.

When you renew your registration, you will have to affirm that you have completed your required Continuing Legal Education courses. The firm actively discourages requests for CLE extensions. Do not delay your registration renewal in order to satisfy your CLE requirements.

The Managing Attorney's Office handles payment and submission of registration forms to the Office of Court Administration (OCA).

OPTION 1: Submit your completed form to the MAO (RM 2254) by your birthday. If you do not have a form, please contact the MAO at ext. 4-4450 to order a duplicate form or use OPTION 2. It may take 7-10 business days before your form arrives.

OPTION 2: Renew your registration online. Create Attorney Online Service Account using this link: <https://iapps.courts.state.ny.us/aronline/SignIn>. Please inform the MAO that you have renewed, so we can update the Firm's records. Submit expense reports to Jennifer Candelario for reimbursement.

The New York State Bar requires attorneys to submit a change of address to OCA within 30 days of moving. <http://www.nycourts.gov/attorneys/registration/faqs.shtml#open>.

Bar Examination and Admission - California

Beginning associates must take the California bar examination before their arrival at the Firm. It is expected that each associate be admitted to the California Bar as soon as possible after passing the examination and in no event more than 12 months without the Firm's approval.

If you are unable to take the bar examination before your arrival, you should make arrangements to take it the first time it is offered after arrival. You may take time off to study for and take the bar; the Firm will compensate you for 18 days leave, including the three days of the examination. If you need more time to study, you may use accrued vacation or, if you do not have accrued vacation available, unpaid leave of absence. You should limit the total time out of the office to a maximum of four consecutive weeks. If you need to repeat the examination, you should do so at the earliest time possible and you are required to inform Renee DeSantis, Director of Associate Development, immediately. You should bill *time* spent out of the office for bar preparation and exam to 98000/900 "Bar Prep/Bar Admission". All *expenses* related to the bar (fees, prep classes, travel, etc.) should be charged to 98000/550.

The costs of bar review courses and materials are reimbursable whether taken before or after arrival at the Firm. We will also reimburse for transportation (if applicable) and three-night's hotel stay for the exam.

Lawyers who are admitted to practice in California or elsewhere upon arrival at the Firm should inform the Managing Attorney's Office of the jurisdiction(s) of their admission and update their information using the "Bar Admissions" link under "Compliance/Engagement" on the intranet home page.

Lawyers in the Menlo Park office who are not admitted to practice in California or elsewhere must make that fact plain on all papers that they sign for circulation outside the Firm. If you are not yet admitted to practice, put "Law Clerk" underneath your name on all letters, email and other communications. Do not refer to yourself as an "Associate." If you are admitted to practice in a jurisdiction other than California, you must still indicate that you are a "Law Clerk" and not an "Associate." These rules also apply to attorneys in foreign offices who circulate materials to clients and others in California.

Registration Fees and Forms for Admitted Lawyers - California

In order to remain in good standing, lawyers who have been admitted to practice must maintain current registrations. Notices of registration and fees are sent directly to each lawyer by the appropriate regulator. The Firm will pay bar renewal/registration fees in New York, California or the District of Columbia (based on the office in which you are assigned), but not in other jurisdictions.

When the forms are received, you should complete and sign the forms and forward the executed forms to the California Office Manager, Sally Downing, for processing. California lawyers should disregard the IOLA form that accompanies the renewal form relating to segregation of clients' funds; the Firm has certified its compliance with the State Bar and therefore individual lawyers need not do so.

Please do not forward the forms yourself; processing through the Office Manager will enable the Firm to keep its records current.

Bar Examination and Admission - DC

Beginning associates in the DC office must take the DC bar examination before their arrival at the Firm. It is expected that each associate be admitted to the DC Bar as soon as possible after passing the examination and in no event more than 12 months without the Firm's approval.

If you are unable to take the bar examination before your arrival, you should make arrangements to take it the first time it is offered after arrival. You may take time off to study for and take the bar; the Firm will compensate you for 18 days leave, including the three days of the examination. If you need more time to study, you may use accrued vacation or, if you do not have accrued vacation available, unpaid leave of absence. You should limit the total time out of the office to a maximum of four consecutive weeks. If you need to repeat the examination, you should do so at the earliest time possible and you are required to inform Renee DeSantis, Director of Associate Development, immediately. You should bill time spent out of the office for bar preparation and exam to 98000/900 "Bar Prep/Bar Admission". All expenses related to the bar (fees, prep classes, travel, etc.) should be charged to 98000/550.

The costs of bar review courses and materials are reimbursable whether taken before or after arrival at the Firm. We will also reimburse for transportation (if applicable) and three-night's hotel stay for the exam.

Lawyers who are admitted to practice in DC or elsewhere upon arrival at the Firm should inform the Managing Attorney's Office of the jurisdiction(s) of their admission and update their information using the "Bar Admissions" link under "Compliance/Engagement" on the intranet home page.

Lawyers in the DC office who are not admitted to practice in DC or elsewhere must make that fact plain on all papers that they sign for circulation outside the Firm. If you are not yet admitted to practice, put "Law Clerk" underneath your name on all letters, email and other communications. If you are admitted to practice in a jurisdiction other than DC, make that clear. For example, if you are admitted in New York but not DC, place "admitted in New York only" underneath your signature provided that you are complying with D.C.'s "practicing under supervision" regulations described in the next paragraph. These rules also apply to attorneys in foreign offices who circulate materials to clients and others in DC.

If you are not admitted in DC, but admitted elsewhere, you can practice in DC for up to one year if you are supervised by an attorney who is admitted in DC. Your correspondence, email, business cards and any other listing must disclose that you are not admitted in DC and are practicing under supervision. You must also file for admission to the DC bar within 90 days of starting work in DC.

Registration Fees and Forms for Admitted Lawyers - DC

In order to remain in good standing, lawyers who have been admitted to practice must maintain current registrations. Notices of registration and fees are sent directly to each lawyer by the appropriate regulator. The Firm will pay bar renewal/registration fees in New York, California or the District of Columbia (based on the office in which you are assigned), but not in other jurisdictions.

When the forms are received, you should complete and sign the forms and forward the executed forms to the DC Office Manager, Susan Payne, for processing.

Please do not forward the forms yourself; processing through the Office Manager will enable the Firm to keep its records current.

Continuing Legal Education

Continuing education requirements apply to all lawyers admitted in New York and California. Compliance with the requirements is a part of maintaining your good standing to practice law. It is each lawyer's responsibility to complete the appropriate number and type of courses. The Firm will issue certificates of attendance for accredited programs offered internally. You should retain copies of certificates of attendance at programs outside the Firm. You should report the details of such credit online or by email to "cle" by using the form provided, so that the quarterly reports on CLE credit issued by the firm will be complete. For additional information concerning continuing legal education, including frequently asked questions and calendars of internal and external presentations, see **Training & CLE**.

Voluntary Bar Association Membership

The Firm will pay for or reimburse the cost of any two voluntary bar association memberships for each associate. Associates may change their memberships each year.

This policy is part of the **Lawyers' Handbook**.

1.7 Cellular Phones / Electronic Devices Used for Firm and Client Purposes

Firm employees, agents and partners are prohibited from using handheld cellular phones, mobile phones, smartphones, tablets (i.e., iPads) and other electronic devices while driving a vehicle, for the purpose of conducting Firm business. "Firm business" includes any activity on behalf of any client of the Firm or prospective client of the Firm and any other Firm-related activities (such as checking voice mail messages or wireless email devices).

This policy is part of the **Lawyers' Handbook**.

1.8 Clerkship Policy

Any student who clerks for a U.S. federal or state or Canadian court directly after graduating from law school and taking the bar exam will be eligible to receive a bonus of \$50,000 for a one-year clerkship or \$70,000 for a two-year clerkship or two one-year clerkships and will remain with his or her class for compensation purposes (assuming he or she arrives at the firm within 6 months of the end of the clerkship).

Any litigation associate who commences a U.S. federal or state clerkship within 19 months of his or her law school graduation date will be eligible to receive an offer to return to the firm following his or her clerkship, provided that the associate was in good standing and performing well prior to the beginning of the clerkship. Upon return to the firm (assuming he or she returns within 3 months of the end of the clerkship), he or she will remain with his or her class for compensation purposes, be eligible to receive a clerkship bonus, as explained above, and will receive credit for time spent at the firm as an associate prior to leaving for the clerkship for the annual bonus payment. Associates will receive a pro-rated bonus payment for the year in which they left the firm to clerk in December of the year that they return to the firm, along with a pro-rated bonus payment for that year. Total bonus payments for the two years will be capped at the amount of the full current year bonus. Any associate who received a bonus with respect to a clerkship completed prior to joining the firm will not be eligible for a second clerkship bonus upon returning to the firm after a subsequent clerkship.

Any other associate who accepts a clerkship for a time period beginning after employment as an associate is encouraged to reapply near the end of his or her clerkship (regardless of the length of clerkship). Seniority and compensation would be discussed at the time of an offer.

Please direct any questions or concerns to Jim Rouhandeh, Warren Motley or Kathleen Ferrell.

This policy is part of the **Lawyers' Handbook**.

1.9 Client and Firm Confidences

Rule 1.6 of the New York Rules of Professional Conduct, and similar provisions in other jurisdictions, require the protection of client confidences. The rules of pertinent jurisdictions may be found [here](#).

The inadvertent or deliberate disclosure or use for personal advantage of a client confidence could result in very severe damage not only to the client but also to the Firm and to the person involved.

Since it is sometimes not easy to know what information known within the Firm is confidential, all information about or relating to the Firm, any client or any matter (including the fact of the Firm's engagement on behalf of a client as well as documents on paper and in electronic form) should be presumed confidential and

therefore not to be disclosed to anyone outside the Firm. In addition, you should not discuss with anyone at the Firm anything concerning clients for whom you may have worked at any other firm.

It is your responsibility, before disclosing such information to anyone outside the Firm, affirmatively to determine that such information is not confidential and that disclosure is appropriate for the legitimate requirements of client or Firm work. As needed, you should consult with (1) in the case of a matter, the partner responsible for the matter, (2) in the case of a client, the partner with overall responsibility for the client or (3) the Management Committee.

If information is subject to specific restrictions (such as securities laws and regulations relating to nonpublic transactions, protective orders, confidentiality orders and filings under seal), you must maintain such specific restrictions and, if conveying the information to others in the Firm, advise them of the restrictions. It is sometimes necessary to establish "Ethical Wall" procedures within the Firm, and these procedures must be strictly observed.

Confidential matters must never be discussed in public areas outside the Firm. Because outsiders are very often present in many areas of our offices (including elevators, conference rooms, hallways and cafeteria), particular care should be taken when discussing confidential matters in such places. Clients and visitors should not be given access to any private office at any time unless the occupant is present, since confidential material may be accessible. Lawyers and staff should not use another person's office or station (e.g., for interviews) without that individual's express permission. Please contact the Facilities Manager or Reception if office space is needed for visitors or other use.

This policy is part of the **Lawyers' Handbook**.

1.10 Client Records Return or Turnover

From time to time the Firm receives requests that client or Firm documents be released to the client or to another law firm. Sometimes the request comes from the client or from another law firm or lawyer (who may be a former DPW attorney). The following procedures apply to all such requests, other than normal client requests during the course of a matter or in connection with completion of the matter (or client requests for replacement copies of documents previously provided to the client).

1. Regardless of whether the request comes from the client, a former Davis Polk attorney, or from any other lawyer at another law firm, the request should be brought to the attention of the Records Center Manager, General Counsel and Managing Attorney, and the requester is to be informed that documents cannot be released without a written client authorization.
2. When written client authorization is received, the Records Center Manager, General Counsel and Managing Attorney will determine whether clarification is needed to authenticate or verify the request and any issues as to (a) the scope of the request, (b) the handling of any costs, (c) whether a copy of files to be transferred should be made for retention by the Firm, (d) the time that will be required to effect the transfer and (e) the logistics for delivering documents to the client or, when the client so directs, to designated counsel. In most cases involving paper records, the receiving party will be asked to arrange for pickup. In such cases, contact information of the carrier that will be picking up the materials will need to be provided to the Records Center by the client in its authorization request.
3. Once the scope of the documents to be released has been resolved, the relevant files will be compiled and a legal assistant assigned to review them to be sure that the designated files do not include misfiled documents, Firm materials or other documents that should not be transferred.
4. The Records Center Manager will write a release letter to the client, cc'd to the requesting attorney, noting the client/matter number and name that is being released along with the number of boxes, disks, or other materials being transferred, and whether the transfer will be to the client or to a designated law firm.

5. Procedures similar to the above also apply to any nonpaper records and documents.
6. A copy of the release letter and copies of other communications are to be sent to the Records Center which will maintain a permanent record of the relevant authorization and communications.

This policy is part of the **Lawyers' Handbook**.

1.11 Client-Approval Procedure

It is the policy of the Firm that the taking on of new clients requires approval by a member of the Management Committee.

Prior to requesting a number for a new client, a member of the Management Committee should be contacted to approve of the representation.

This policy is part of the **Lawyers' Handbook**.

1.12 Communications with the Press

Clients generally require that the Firm not communicate with the press about them or any aspect of the Firm's work on their behalf (including the fact of the Firm's engagement) without their express prior approval. Therefore, any inquiry from the press relating to a client or a matter should be referred (1) in the case of a client, to the partner with overall responsibility for the client, and (2) in the case of a matter, to the partner responsible for the matter. In the absence of the relevant partners, the inquiry should be referred to a member of the Management Committee or the Business Development Director.

Inquiries from the press relating to the Firm should be referred to a member of the Management Committee or the Business Development Director.

All communications with the press should be reported promptly to the Management Committee or the Business Development Director.

This policy is part of the **Lawyers' Handbook**.

1.13 Compliance with the SEC Attorney Conduct Rules

Counsel & Associates

The SEC has adopted rules of professional conduct for attorneys pursuant to Section 307 of the Sarbanes-Oxley Act of 2002 (the "attorney conduct rules"). We believe that our existing procedures comply with the spirit and intent of the attorney conduct rules. Nevertheless, because the attorney conduct rules impose specific obligations, it is important to codify the responsibilities of our lawyers.

As part of your professional responsibilities, all counsel and associates will be required to certify that they have read the attorney conduct rules. This obligation applies regardless of the lawyer's practice group or office location, and is in addition to your obligations with respect to state ethics rules governing our practice. A copy of the attorney conduct rules is linked below.

For purposes of the Firm's compliance policies, all counsel and associates should assume that they are subject to the attorney conduct rules, and that the rules apply to all client matters on which they are working. All counsel and associates should assume that they are subordinate attorneys as defined by the rules. Your adherence to these compliance procedures set forth below will fulfill all of your obligations as a subordinate attorney.

If during the course of representing a client you have reasons to believe there may be a possible violation of securities laws, fiduciary duties or a similar violation which has occurred, is occurring or is about to occur, you must promptly notify the partner responsible for the matter or any other partner who is responsible for supervising your work on the matter. Reporting to a partner is required as a matter of Firm policy, which satisfies all of your obligations under these compliance procedures and the attorney conduct rules as a subordinate attorney, and you are not required to undertake any other action.

We consider it your responsibility as a lawyer of this Firm to raise any concerns you may have with a supervising partner. The standard under which you should report a potential violation under these compliance procedures is intended to capture more information than is required under the attorney conduct rules. The Firm considers our attorneys' obligations under the attorney conduct rules a serious matter of professional responsibility and will carefully review and consider the matters you raise. Failure to comply with these procedures will be considered a serious breach of Firm policy.

Junior associates who prefer to discuss the issue with a senior associate involved in the matter may do so. Unless the concerns are resolved, the junior associate, or the junior associate together with the senior associate, must also report the matter to the supervising partner.

If after reporting the issue to the supervising partner and discussing the matter with such partner you nonetheless would like to consult further with another partner, you should feel free to contact the partner in charge of your group or another partner in your group or a member of the management committee. Under no circumstances will there be any retaliation or retribution as a result of your compliance with these procedures.

- See Securities and Exchange Commission Final Rule: Implementation of Standards of Professional Conduct for Attorneys

This policy is part of the **Lawyers' Handbook**.

1.14 Computer and Telecommunications Usage and Security

Computer and Telecommunications Usage and Security

- General
- Computer Security Procedures
- Documents, Computer Files and Other Information
- Password Policy
- Electronic Mail and dpw.misc
- Internet
- Use of Media Players on the Firm's PCs

General

Computers and telecommunications systems are an integral part of the operation of the Firm. Access to information resources is granted according to job function. The level of access granted to you is approved before it is provided. Firm management, in consultation with Human Resources, and based on your job responsibilities, may change your access level as they deem necessary. To maintain the confidentiality of client and Firm information, you must not disclose your computer password to any other person (whether or not a Davis Polk partner or employee), nor should you log another person on to our computer system using your password. You also should not write down your password in a location others may see or find. You may not allow any person other than Davis Polk partners and employees to access or use the Firm's computers

except to the extent such access or use has been authorized in advance by the Firm. Violation of this policy is grounds for termination of employment. Likewise, you run the same risk if you leave a terminal unattended while still logged on. If you need to leave your terminal for any period of time, you must either log off or lock your terminal. To help maintain security, you are required to change your system password at least once every 90 days.

You are authorized to access only files for matters in which you are working. Documents, files and other data on the computer are generally accessible to all Davis Polk lawyers, legal assistants and administrative assistants unless permissions have been specifically limited. (Contact Computer Support for assistance with restricting directory and file permissions.) It is the obligation of the lawyers responsible for documents, files and data to see to it that access is properly limited as necessary. Please note that backup copies of computer files, including email messages, are kept for some weeks even after files are deleted and that computer files and email messages, including backup copies, can be subject to discovery requests. Therefore, computer files and email messages are subject to the same retention guidelines as are all other documents in a matter. If client or Firm files must be transferred or copied to non-Firm computers such as a lawyer's laptop or home computer, every precaution should be made to (i) secure that data and (ii) have that data saved on the Firm's system if edited and deleted from the remote computer.

The computer may be used for personal work, such as letters, as long as it does not interfere with office needs. Lengthy or ongoing projects must have prior approval of the Executive Director.

If a fax contains confidential information, care should be taken when sending it to confirm that the fax number is correct and that the intended recipient is aware that the fax is being sent.

As stated in the Firm's Policy on Electronic Mail, "When working with a client whose policies on use of the Internet you do not know, you should inquire before sending email or documents that may be confidential."

Davis Polk ClientLink is a secure means of posting documents on a web server accessible via the Internet by persons who have been given passwords. Lawyers and others responsible for setting up and administering a ClientLink folder for a matter should do so in a way that preserves client confidentiality and the security of ClientLink by, for example, making sure that only authorized persons are given access to the folder. (Send email to "clientlink" for assistance.)

When using a computer, laptop, cellular phone, mobile phone, smartphone, BlackBerry, iPhone, tablet (i.e. iPad) or other **electronic** device in a public location, you should take precautions to guard against the intentional or unintentional interception of confidential client information through eavesdropping, "shoulder surfing," use of a nonsecure public wireless network connection, or keystroke logging on a compromised computer.

Computer Security Procedures

The Firm takes very seriously its responsibility to provide a secure computing environment and to ensure that Firm and client information is not compromised. To that end, we want to remind you of some of our policies and stress the importance of reporting any concerns you may have regarding potential security issues. Any such concerns should be reported promptly to Alison Baker (4-4664), Davis Polk's Information Systems Global Technology Support Services Manager. Some specific reminders are the following:

- **Unknown Email Address / Sender** - If you receive email from a source you do not recognize, you should not open the message. Further, if the email contains an attachment or embedded link, do

not open or click on it, even if it appears to be a harmless document and is in a familiar file format such as pdf. Be extremely cautious of email solicitations for personal or Firm-related information, e.g., social security numbers, passwords. Whether the source is familiar or not, you should never provide information on a web page that is accessed through a link in an email. Many such spam emails are disguised to look as though they are from reputable business sources. For example, if you have a Citibank account and receive an email from Citibank asking you to link to your account page to update information, **never** do so. If you want to check your Citibank account information, do so by navigating directly to the Citibank website from your browser, not by clicking the link in the email, which could direct you to a phony (but very real-looking) site intended to steal your data. If you are unsure about the validity of an email message, call Computer Support, and they will guide you in handling these messages.

- **Unusual PC Behavior** - If you notice unusual behavior on your PC, for example, it appears to slow down and/or speed up in an unusual manner and without correlation to programs you are using or tasks you are performing, you should report this to Computer Support promptly.
- **Passwords** - Your access to the system from within the office or from an external computer is safeguarded by passwords. It is imperative that you never give your password to someone else, not even your assistant, and that you change it when prompted by the system (per the Firm's normal password change cycle—every 90 days). If you need to give someone access to your email or restricted files, Computer Support can assist you with making the information available securely.
- **Public Computers and Networks** - When connecting to the Davis Polk network, be sure to select the appropriate log-on options (public or private computer) and completely log off and close your session when done, to ensure someone else cannot gain access through your account/computer. Also, never download Firm or client files or data to a public computer, and if you download Firm or client data to a personal computer, you must delete that data immediately when you are finished viewing or editing them.
- **Unauthorized Access** - If you witness an incident that you perceive to be a security breach, e.g., someone inappropriately removing data from the Firm or sharing personal or system passwords with another person, you should report such activity immediately.

If you have any questions about the above information, please do not hesitate to contact Alison Baker or Computer Support. If you do contact Computer Support under these circumstances, please be sure to explain the nature of your concern so they can handle and elevate it accordingly instead of treating it as a more routine problem.

Documents, Computer Files and Other Information

Documents, computer files or programs and other information obtained, created or maintained in the course of the Firm's work on behalf of clients ("Client Materials") are the property of the Firm or its clients, or both.

Personal documents and computer files, including but not limited to email, including web-based email and/or communications with any other person, without exception, created or maintained on or through use of the Firm's computer systems ("Personal Materials") are the property of the persons by or on whose behalf they are created or maintained, and of the Firm. The Firm reserves the right to monitor or access Personal Materials of any kind, without exception, at any time for any legitimate business purpose of the Firm.

All other documents, computer files or programs and other information obtained, created or maintained by the Firm or on the Firm's computer systems (including, without limitation, standard forms, computer-assisted practice systems, internal research memoranda, CLE program materials, group practice manuals, templates, macros and internal training materials) ("Firm Materials") are the property of the Firm.

Client Materials and Firm Materials may be accessed, used or disclosed only for the legitimate requirements of client and Firm work.

Persons leaving the Firm may not copy or remove Client Materials or Firm Materials without the explicit permission of the Firm, requests for which should be addressed to the chair of the Administration Committee.

Confidential client data may not be copied from the Firm's system to be stored on any portable storage devices or Internet-based shared storage site unless (1) required to support a client's business requirements; and (2) specifically authorized by the responsible partner or the Executive Director.

The Firm's computer system may be used for occasional personal work and communications (including email, web browsing and faxes), so long as that use does not interfere with Firm needs. However, any ongoing or extended use of the Firm's system for purposes not related to client or Firm work is prohibited without the specific permission of the Executive Director.

- See also Records Retention.

Password Policy

In order to better secure the Firm's computer system, all users are required to change their login password every 90 days. If a user does not change his/her password after being reminded as noted below, that user's account will be temporarily locked and s/he will not have access to the Firm's system until the password is changed.

Email reminders will be sent to all users at set intervals starting at 20 days prior to the expiration of their password on day 90 advising them how many days they have left before it expires. Also, upon logging into the system, users will start to receive a password change prompt reminding them to change their password. Starting four days prior to their password expiring, users will receive a daily email reminder to change their password.

If a user allows his/her password to expire, that user will not be able to log into the system and will not be able to retrieve DPW email on his/her iOS devices, firm issued Windows 7 laptop, or OWA without assistance from Computer Support.

To avoid problems logging in or receiving email, users should change their login password at any time after receiving the notification email or password prompts and before the deadline. The new password takes effect immediately. Users do not need to log off to change it and can change it at any time.

The Steps for Changing Your Password

1. Press Ctrl-Alt-Delete and click Change Password.
2. Follow the prompts.

If your password does not meet the password guidelines described below, a message will appear in the System Messages portion of the dialog box. Follow the suggestions given by the System Messages, such as altering your new password to comply with the Password Guidelines. If you continue to encounter problems, please contact Computer Support at 4-4040.

Password Guidelines

Passwords:

- cannot contain your first name, last name, or your username.
- cannot be a password you used previously.
- must be at least 8 characters in length.
- must contain characters from all three of the following categories:
 - Upper case alphabet letters;
 - Lower case alphabet letters;
 - Non-alphabet (numeric or special characters)

To maintain the confidentiality of client and Firm information, you must not disclose your computer password to any other person (whether or not a Davis Polk partner or employee), nor should you log another person on to our computer system using your password. The exception to the above are times when you might be asked to give your password to one of the technical staff who require it to complete work being done for you. Depending upon the nature of the work being done, you may be asked to change your password upon completion of the task.

You may not allow any person other than Davis Polk partners and employees to access or use the Firm's computers except to the extent such access or use has been authorized in advance by the Firm. Violation of this policy is grounds for termination of employment. See "General", above.

Electronic Mail and dpw.misc

1. Persons other than Davis Polk partners and employees may not access or use the Firm's electronic mail ("email") system except to the extent such access or use has been authorized in advance by the Firm. When authorized, such persons will be given their own system accounts and usernames.
2. You should not allow others to use the email system under your username. Sending messages that purport to be from someone other than the sender (except when specifically authorized for Firm business) and accessing another person's email account are forbidden and may be grounds for termination of employment.
3. Messages sent from the Firm's system to addresses outside the Firm must include the sender's Davis Polk return mail address, not a return address on another system.
4. Since email messages are an integral part of business communications, persons not admitted to practice or general staff must include their name and title when sending any business email message. Approved Firm business signatures should be applied to all business email, and the personal signature should be included on nonbusiness messages. Employees should not include post graduate degree in their electronic signature, ex. J.D., PhD, M.A., M.S. For example:

Joseph Green
Legal Assistant

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017

212.450.4123  office
212.450.3123  fax
joseph.green@davispolk.com

DavisPolk

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or

Jane Green
Not Admitted to Practice in New York

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017

212.450.4123  office
212.450.3123  fax
jane.green@davispolk.com

DavisPolk

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5. The Firm's email system may be used for occasional personal work and communications so long as that use does not interfere with Firm needs. However, any ongoing or extended use of the Firm's computer systems, including email, for purposes not related to client or Firm work is prohibited without the specific permission of the Executive Director. Except for purposes of client or Firm work, the system may not be used either (i) to participate in Internet mailing lists, list servers, "blogs," chain letters or the like or (ii) to receive or internally disseminate programs, games, photographs, graphics or other multimedia files. If you participate in a mailing list, list server or "blog" for purposes of client or Firm work, you must not express opinions on behalf of the client or Firm without specific permission of the client and/or a partner.
6. Firm-wide email groups such as "all.dpw", "all.dpw.ny", or any of the floor-specific groups at 450 Lex (e.g., "all.dpw.ny.23") may only be used for business or Firm-related messages. They may not be used for personal messages of any kind, including sales of items, requests for non-business-related information, or fund-raising for any organizations. The only exception to the foregoing is that the email groups for individual floors (e.g., "all.assistants.23") can be used for retirement or other collections for Firm employees. Personal messages about tickets and other items for sale or wanted and other personal postings should be addressed only to "dpw.misc" (see below).
7. When working with a client whose policies on use of the Internet you do not know, you should inquire before sending email or documents that may be confidential. The firm's email system encrypts email if the remote party's email system also supports encrypted email. If it does not, the email will be sent without encryption. If this is not desired, please reach out to Computer Support.

8. A confidentiality legend, similar to that on the Firm's fax cover sheet, is available to be appended to email messages. In Outlook, select the appropriate approved Firm business signature option when creating the message.
9. When a matter will require repeated distributions to a working group, or will benefit from shared access to key documents, you should consider using ClientLink. ClientLink provides an audit trail of every distribution.
10. The Firm reserves the right to monitor, access or disclose email at any time for any legitimate business purpose of the Firm. Policies as to personal documents and computer files created or maintained on the Firm's computer systems are set forth in the policy on Documents, Computer Files and Other Information.
11. Email to and from sites outside the Firm is monitored by a computer program that records the message headers (including senders, addressees, subjects and attachments) and saves the message text and attachments for a time. Reports from the mail monitoring program and message texts or attachments are not routinely reviewed, but from time to time may be reviewed to assure compliance with Firm policies or for other business purpose.
12. The email monitoring program blocks (i) attachments to incoming messages that are anything other than word processing, text or spreadsheet files, and (ii) outgoing messages or attachments longer than 5 million characters (about the size of two registration statements), except for partners, whose outgoing messages are limited to 20 million characters in size. However, messages or attachments of any length being sent to authorized client or other business recipients will not be held. You will be notified automatically by email if an incoming attachment or outgoing message has been blocked. To have an attachment or message released, call Computer Support. You may be asked for further details about the message, the attachment or the addressees. If you would like to add a company or other business-related recipient to the list of authorized sites, please contact Computer Support.
13. As a substitute for spoken communications, email tends to be less formal in tone and content than memoranda on paper. Nonetheless, you should not use the email system for communications that you would find embarrassing if disclosed. Use of the email system shall be consistent with all other policies of the Firm, including the policies on Client Firm Confidences and Nondiscrimination and Professional Conduct. For example, distributing by email jokes or other material that could be interpreted as disparaging of others in a way that would violate the Nondiscrimination policy would therefore violate this policy. In general, you should take care to not send email that could be interpreted as offensive or discriminatory or otherwise inconsistent with Firm policies.
14. The sending, retransmission or printing of pornographic, lewd, offensive or discriminatory material, photographs, cartoons, or jokes may be grounds for immediate dismissal. You should report the receipt of any such material to the manager of the Security Department or the Executive Director.
15. As well-reported in the media, Internet email is the medium of choice for spreading computer viruses worldwide. Although the Firm's system has safeguards in place against viruses or other potentially damaging attacks from outside, you should be wary of opening any messages from an unknown external source. Such messages should be deleted.
16. The Firm issues BlackBerry and iPhone handheld units to all lawyers and directors to facilitate receipt of email and access to client and Firm contact information when outside the office. Since email messages relating to client or Firm business will be forwarded to and stored on the BlackBerrys and iPhones, those who have them should take precautions not to lose these units. It is Firm policy that BlackBerry users maintain a password on their BlackBerry and a passcode on their iPhone (click here for instructions) to prevent access to confidential client or Firm information by unauthorized users if a unit is lost or stolen. You must immediately report to Computer Support any lost or stolen laptop, BlackBerry, iPhone, iPad, or other electronic device that may contain or receive confidential client information. Personally purchased or nonstandard BlackBerrys are not permitted.

dpw.misc

The dpw.misc mail list was established as a courtesy to users by providing a forum for the posting of non-business announcements, inquiries about general information, the occasional sale of personal items or news which may be of interest to lawyers and staff (e.g., sporting events, concerts, special activities, etc.). Although users may post items for sale, dpw.misc is not to be used to sell so called "knock-off" merchandise or other items that may violate copyright, patent or trademark laws. What's more, dpw.misc is not to be

used as a forum for auctioning items nor is it to be used as an electronic flea market. No more than five items (including books, videos and CDs) within a 60-day period may be listed for sale by an individual and it is not appropriate to bring items or photos to the office for display at your desk or in your office. Follow-up emails on unsold items should be limited to two notices. While posting an item for sale or posting real estate (house, apartment, vacation property) for sale or rent on behalf of a friend is permitted, those kinds of postings for a friend or third party for profit are not. For example, posting a message about a house for sale on behalf of a friend who is selling his/her own home is fine, but posting a message about a house for sale on behalf of a friend who is trying to sell the house in his/her capacity as a real estate broker is not permitted. Please note that New York "Anti-Scalping" rules prohibit ticket resales at marked-up prices or at a "best offer" basis.

"dpw.misc" is not the proper forum for debate nor as a platform for personal views, including discussion of political or other events of the day, such as a local or national election. If you find someone's usage troublesome, please respond to them directly—do not use "dpw.misc" for this purpose. If you cannot resolve the matter directly, you are welcome to contact the Firm's Executive Director.

In addition, responding privately to requests for information is in fact preferred and more polite practice since it helps to reduce the volume of email traffic for others. If you are interested in the responses someone else may have received to a particular request, please write that person directly. Please recognize that not everyone shares the same interests, that others are busy, and that an excessive volume of email traffic can interfere with others' ability to get their work done. Furthermore, it is not necessary to thank everyone after you receive responses to your mail.

For more information on using "dpw.misc" and other mail lists, send an email message to dpw.forum with just the word "help" in the body of the message.

Internet Use

1. The Firm's computer system may be used to browse the Internet for occasional personal work, so long as that use does not interfere with Firm needs. However, any ongoing or extended use of the Firm's system, including browsing the Internet, for purposes not related to client or Firm work is prohibited without the specific permission of the Executive Director.
2. All use of the Internet is monitored by a computer program that records each website you visit and each document, graphic or other file you view or download. Reports of an individual person's use of the Internet are not routinely reviewed, but from time to time they may be reviewed by system administrators to assure compliance with Firm policies. The Firm reserves the right to monitor Internet use at any time for any legitimate business purpose of the Firm.
3. Except for purposes of client or Firm work, the system may not be used either (i) to participate in Internet news groups, chat rooms, "blogs" or the like, or (ii) to receive or transmit programs, games, photographs, graphics or other multimedia files. If you participate in a news group, "blog" or chat room for purposes of client or Firm work, you must not express opinions on behalf of the client or the Firm without specific permission of the client and/or a partner.
4. Use of the Internet shall be consistent with all other policies of the Firm, including, but not limited to, the policies on Client and Firm Confidences, Documents, Computer Files and Other Information, Nondiscrimination and Professional Conduct, and on Copyright Law Compliance. The use of any non-Firm web-based email system (e.g., yahoo.com or gmail.com) is specifically forbidden to forward, attach, save or otherwise transmit any client or Firm document or other data from the Firm's system unless such action is directly in support of a client or Firm assignment. Such files must (1) be saved back to the Firm's system if edited and (2) deleted from any non-Firm computer when work is completed.
5. The use of any cloud storage services, including but not limited to Dropbox, iCloud / MobileMe or Mozy, is prohibited for the storage of client or Firm documents or other data from the Firm's system.

6. The intentional access, viewing, printing or retransmission of pornographic, lewd, offensive or discriminatory material, photographs, cartoons or jokes may be grounds for immediate dismissal. You should report the receipt of any such unsolicited material to the manager of the Security Department or the Executive Director.
7. If you use the Firm's computer system for online purchases, banking services or securities transactions, it is at your own risk. Davis Polk does not verify or assure that any retail, banking or securities transactions made through the Firm's system and over the Internet are secure. You are deemed to have released Davis Polk and its employees unconditionally from any and all responsibility arising from any transactions made through the Firm's computer system.
8. If you visit websites that ask you to create a password (the *Wall Street Journal*, for example), do **not** use your Davis Polk password; some methods of transmitting passwords over the Internet are insecure and may risk compromising your Davis Polk password.

- See also the policy Internet/Social Media.

Use of Media Players on the Firm's PCs

CD and DVD-ROM drives are intended to be supported for business purposes only. Recreational use during business hours is prohibited.

The Firm reserves the right to change this policy at any time without prior notice.

This policy is part of the **Lawyers' Handbook**.

1.15 Conflicts of Interest and Conflicts Checking

Lawyers must check for conflicts before accepting an engagement, and must be alert to any changes in the nature of the engagement that trigger the need for updating that check.

Davis Polk's system includes a number of steps and procedures:

1. Formal Database Searches -- Using the "Conflicts" program, lawyers must input certain data that will enable our system to identify parties likely to be affected by or to have an interest in the transaction or litigation and check those names against both (a) the Record Center database and (b) the Restricted Securities database for actual or potential conflicts of interest. The program will ask the following questions:
 - Name to be searched
 - Whether that name should be added to the "restricted list"
 - Responsible partner or counsel
 - Time period to search (minimum of 10 years unless it is an update)
 - Reason for search, client name, client officer name and telephone number, and any existing Davis Polk client number
 - Company abbreviations
 - Whether to search the names of subsidiaries, officers & directors or stockholders owning more than 10%?
 - If this is a litigation matter or hostile transaction or other matter which raises significant issues (such as antitrust, regulatory or industry matters), have you considered potential business or positional conflicts with other clients that might arise from such matters or issues?

Deciding how broad a search should be conducted requires judgment, and the scope of any search should be determined by the responsible partner or counsel.

The results of a conflicts search are provided very promptly. If, as is very often the case, the request includes an expanded search, which consists of searching subsidiaries, officers, directors, or stockholders, the results will take several hours and may be provided to you the day following your receipt of the initial results. Please keep this delay in mind when informing clients as to the status of the Firm's conflict check. Extended searches are done automatically with respect to litigation matters, hostile transactions and new clients.

Regarding the name to be searched, **please be careful to enter the correct name and check for spelling errors.** Multiple variations (such as Acme Holding Co., Acme Operating Co. and Acme International Co.) do not have to be entered. In general, all names should be added to the Restricted List unless the search is being done for reasons other than transactional or litigation work by the Firm.

If available, please be sure to enter the name of an individual client officer and his or her phone number with respect to the client transaction or matter prompting the conflict search. This information is very useful if lawyers at the Firm need to contact this client in the future with respect to the relevant matter or conflict search.

If a potential conflict or restricted list entry is identified, all persons listed on the Restricted List (or those identified in relation to a potential conflict matter) should be contacted to determine if there are any actual conflicts. In addition, the partner who is familiar with the Firm's previous work, if any, relating to the client in question should be consulted. For certain of the Firm's major clients, the list includes a client's relationship partner(s) who can be consulted to the extent necessary or desirable. Where any potential ethical or business conflict is presented, it should be referred to the firm's General Counsel or to one or more members of the Management Committee.

It is the responsibility of the partner or counsel responsible for the inquiry to be sure that the foregoing checks have been made and that all conflicts-related issues have been resolved before the assignment is accepted. The partner or counsel responsible for the new matter must sign the conflict search results cover page to confirm in writing that he or she has cleared all conflicts issues.

2. Updating the Conflicts Database – Whenever a transaction or litigation changes such that new or different parties become involved, the firm's conflicts database and restricted list needs to be updated to reflect that new information. It is the responsibility of the partner or counsel responsible for the matter to assure that the firm's conflicts database and restricted list is current.

To assist in that process, a reminder will be sent to the responsible partner or counsel 45 days after a matter is opened, asking that the description information for that matter be confirmed or updated.

3. Daily Posting of New Matters – Every morning, every lawyer in the firm receives, by email, a listing and brief description of every new matter opened in the prior 24-hour period. Each lawyer should review those descriptions and raise promptly with the responsible partner or counsel or other appropriate person any issues or concerns that present themselves with respect to such new matters.

This policy is part of the **Lawyers' Handbook**.

1.16 Copyright Law Compliance

The Firm takes seriously its responsibility to comply with the copyright law (Title 17, United States Code). Compliance is the responsibility of every lawyer and every other employee of the Firm. To this end, the following guidelines have been established:

1. The Firm does not condone the unauthorized reproduction of copyrighted materials.
2. The Library does not make photocopies of entire issues of periodicals for routing. Copies of tables of contents are routed where routing of originals is impracticable. Multiple subscriptions for routing are purchased as necessary.
3. The Library will only photocopy or arrange to have photocopied copyrighted materials such as articles, newsletters, treatises or materials from looseleaf services in compliance with the copyright law. As required, the Library will lend originals of such copyrighted materials to the requesting attorney rather than furnish photocopies.
4. The Library rarely makes photocopies of copyrighted materials to fill interlibrary loan requests, but when doing so, it will make only a single copy and include a notice of copyright.
5. Copyright compliance notices are posted at all Firm photocopiers and in the Copy Center.
6. Questions concerning this policy should be addressed to the Director of Library Services.

This policy is part of the **Lawyers' Handbook**.

1.17 Dress Code - Business Casual Dress Guidelines

These guidelines were developed to set out the Firm's expectations for those of us who choose to dress in business casual.

- Business casual means neat attire that is more relaxed, but not sloppy (e.g., tucked-in shirttails and not rumpled). Put another way, outfits should be neatly pressed and appropriate for business settings. Please note that business casual is also different from at-home casual or "Saturday at the office casual." A good rule of thumb is the following: if you wear it to play, don't wear it to work. Slacks and shirts should be of the type that would normally be worn with jackets. Collarless or sleeveless shirts (for men), denim, halter tops, leggings, shorts or other clothes or shoes appropriate for sports or outdoor recreational activities (e.g., hiking boots, flip-flops, sneakers, spandex, sweatpants, sweatshirts and T-shirts) would not be appropriate. Short-sleeve or polo shirts may only be worn during the summer season (Memorial Day through Labor Day).
- It is important to dress in clothing and shoes that are in good condition and convey a professional image. Worn-out khakis, faded polo shirts and beaten-up footwear, for example, do not convey that image.
- For those lawyers and legal assistants who opt for business casual, you must keep traditional business attire in the office in case you are called into unexpected meetings with clients who are not dressed in business casual. Obviously, a change into traditional attire for court appearances will be necessary.

Our goal, quite simply, is to maintain a professional environment where we can dress comfortably. None of us needs a long list of rules; the key is to use good judgment in selecting your office attire.

This policy is part of the **Lawyers' Handbook**.

1.18 Drug Policy

The use, purchase, sale, transfer or possession of controlled substances is cause for disciplinary action, including termination of employment. Substances covered by this policy are controlled substances and illegal drugs, which include all forms of narcotics, hallucinogens, depressants, stimulants and other drugs the use, possession or transfer of which is restricted or prohibited by law. Drugs prescribed by a physician or dentist and used in accordance with instructions may be used by the patient while at work. Employees who know or suspect that they have a drug or alcohol problem are urged to take advantage of the confidential Employee Counseling Program.

This policy is part of the **Lawyers' Handbook**.

1.19 General Ethical Considerations and Questions

The Firm has always been committed to the proposition that all lawyers should conduct themselves in a highly ethical and professional manner and in compliance with all applicable laws and rules of professional responsibility.

You are expected to know the laws and rules of conduct applicable to the legal profession, particularly those applicable to the jurisdiction in which you are admitted. While there is great similarity in the rules from jurisdiction to jurisdiction, you should be aware that there are differences among them, so that if faced with a question from outside of the jurisdiction in which you are admitted, you must check the rules in the particular jurisdiction under question.

If in the course of your practice you have any questions regarding ethical considerations or compliance with the law, you should promptly discuss the matter with the partner supervising the matter, the firm's General Counsel or Deputy General Counsel, or a member of the Management Committee. The Management Committee or General Counsel will seek to maintain confidentiality of any such inquiry to the extent possible and appropriate under the circumstances. The Firm prohibits any form of retaliation against any individual who raises any question concerning legal compliance or professional ethics in good faith.

The applicable professional responsibility rules are here:

- California
- England
- France
- Hong Kong
- New York
- Washington, D.C.

If the Firm receives credible evidence that an applicable rule of professional conduct or law has been violated, the Firm will consider whether, under all of the relevant circumstances, it has an obligation (i) to report to an appropriate authority and (ii) to take appropriate measures to ensure the violation does not recur.

Compliance with SRA Code of Conduct 2011

The SRA Code of Conduct 2011 (the "**Code**") forms part of the SRA Handbook (the "**SRA Handbook**"). The SRA Handbook sets out the standards and requirements that the "regulated community" is expected to achieve and observe for the benefit of clients and in the public interest. The Code applies to all those regulated by the Solicitors Regulation Authority (the "**SRA**"), whether they be individuals or entities (such as Davis Polk & Wardwell London LLP) and their managers and employees. The Code applies in relation to all areas of practice.

A link to the Code and the SRA Handbook can be found here: <http://www.sra.org.uk/solicitors/handbook/welcome.page>

This policy is part of the **Lawyers' Handbook**.

1.20 Gifts to Government Officials

Various U.S. and foreign laws prohibit or limit the giving of gifts to government officials and the acceptance of gifts by government officials.

To ensure that Davis Polk complies with these laws, Firm policy requires that all partners and employees obtain approval prior to giving any gift (regardless of value) to a government official. This policy applies both to gifts paid for by the Firm as well as to gifts that are paid for personally if given in connection with Firm business.

In addition, no partner or employee should take any action intended to cause a government official to violate any rules limiting or prohibiting the acceptance of gifts.

For purposes of this policy, a gift is anything with monetary value including any gratuity, favor, discount, entertainment, hospitality, or gift of service, training, transportation, lodging or meals, whether provided in kind, by purchase of a ticket, payment in advance or reimbursement after the expense has been incurred. (Political contributions, which are subject to restrictions under campaign finance laws, are not generally considered gifts.)

Government officials covered under this policy include elected and appointed officials at all levels of government, officers and employees of a government or government controlled entity or instrumentality or of any public international organization or any political party or official thereof or candidates for political office.

Requests for approval of a gift for a government official or questions about this policy should be directed to the firm's General Counsel or Deputy General Counsel and Raul F. Yanes.

This policy is part of the **Lawyers' Handbook**.

1.21 Gratuities

While the Firm encourages appropriate tipping, the Firm also feels tipping above 20% is considered excessive, especially when charging a client. The firm will only reimburse tipping expenses up to 20%.

This policy is part of the **Lawyers' Handbook**.

1.22 Internet / Social Media Policy

This policy addresses the use of Web resources by all attorneys and employees of the Firm when participating in online activities whether on behalf of the Firm or for personal use. Exceptions to the policy may be made by the Management Committee.

Introduction

Davis Polk believes that social media and technology can enhance business development activities and support the development of professional relationships. We also recognize that many of you engage in online activities through various professional and personal social media channels, including, without limitation, blogs, social websites and mobile networks.

While we desire to support online communities and activities for business and professional purposes, we also have legal and ethical responsibilities and concerns, including with respect to the privacy, confidentiality and legal interests of the Firm and our clients. Online activities, all of which are trackable and traceable, can create risks for the Firm.

Scope

This policy applies to two types of Internet activities engaged in by the Firm's US-based personnel.

The first is Firm-related activity. Online activity is Firm-related if the online communication:

- a. Is done by Firm attorneys identifying themselves as attorneys for business development with respect to the services of an attorney or the Firm more generally; or
- b. Is done by Firm attorneys identifying themselves as attorneys when providing legal commentary or analysis accessible by persons other than clients; or
- c. Is done by non-attorney Firm agents or employees designated by the Firm to speak on behalf of the Firm in social media or other Internet forums.

Firm-related activity and the communications related thereto may be created, maintained or engaged in at Davis Polk.

The second is Personal Online activity. Online activity is personal if does not meet the definition of Firm-related activity. Personal Online activity may not be engaged in if it could interfere with job responsibilities and client and Firm commitments. Be conscious when mixing your business and personal lives. The Firm respects your right to engage in Personal Online activity, but you must remember that clients, colleagues and others often have access to the personal online content you post. Additionally, some of our clients, colleagues and others may not wish to have information about them, or pictures of them, posted in ways that leave that information accessible to others.

Responsibility for Online Activities

Davis Polk considers you personally responsible and legally liable for all online activity that you conduct. Legal action can be pursued against you for online commentary deemed to be defamatory, obscene, proprietary to, or owned by, others, or libelous to Davis Polk, its clients, or any other person or entity. If you refer during any Personal Online activity to Davis Polk's name, domain name, email address, or other contact information, or associate yourself in any other manner with the Firm, this may imply that you are acting on the Firm's behalf. Where your connection to the Firm is express, apparent or implied during any Personal Online activity, you should make it clear that you are speaking for yourself and not on behalf of the Firm. In those circumstances, you may want to include this disclaimer: "The views expressed on this [blog; website; post; page] are my own and do not reflect the views of my employer." Consider adding this language in an "About me" section of your blog or social networking profile. It is important that you accurately identify yourself when using social media platforms for Personal Online activity.

Proprietary and Confidential Firm and Client Information

You have a broad obligation to protect client and Firm confidences in both Firm-related Online activity and Personal Online activity. This includes a duty to protect client information, even when that information is otherwise publicly available. Under no circumstances should you use or disclose, directly or indirectly, client-related information - including the fact that Davis Polk represents a client—or otherwise post other Davis Polk confidences or confidential internal communications online without express permission. Sharing this type of information can result in legal action against you, the Firm, and/or the client. If there is any doubt in your mind as to what is proprietary and confidential information, do not post the information.

Providing Commentary

Before discussing any specific legal matter or topic online, you should determine whether Davis Polk has any involvement in that matter or any related matter. Therefore, before (a) answering any law-related question or (b) writing about a law-related news story, decided case, or other matter, please request a conflict check. While this will apply primarily to Firm attorneys, it also applies to any Firm employee that may wish to discuss legal matters online. Likewise, a conflict check should also be run before posting comments on stories or posts others have authored. If Davis Polk has some involvement, you are prohibited from commenting. Davis Polk strictly prohibits providing legal advice through or based solely on an online post to someone not otherwise a client, and Davis Polk notes that communications with clients conveying legal advice should not occur through any open, public, nonsecure online media or tool.

Recommendations for Davis Polk Colleagues

Posting recommendations of colleagues is a tool of professional social networking sites. The recommendations and comments you post about other current and former Firm attorneys or employees can have consequences, even if you are making the recommendations personally and not on behalf of the Firm. Therefore, we ask that you clear all potential recommendations and comments with the head of the Firm's Personnel Committee, as to attorneys, and with the head of Human Resources, as to anyone else who is currently associated with the Firm or has been associated with the Firm in the past.

Online Media Inquiries

If you are contacted directly by a journalist regarding issues relating to matters or clients of the Firm, please consult the Firm policy on Communications with the Press.

Respect the Privacy of Clients and Colleagues

Posting a picture, or video, of a Firm client or Firm employee or any other person through any type of social media or network is strictly prohibited without her or his consent. Indeed, it is a violation of this policy to identify any person or entity as a Firm client without his or her or its consent.

Blogging

If you create or otherwise maintain a personal blog that discusses legal topics, you must disclose the blog and related activity and notify the Firm's Director of Business Development. In addition, if you contribute to a blog or another online forum that discusses legal topics, use of the following Firm-approved disclaimer is a requirement:

The content of this communication is intended to provide information on recent legal developments. Your use of this information does not create or continue an attorney-client relationship, nor should the information herein be construed as legal advice. This communication may constitute "Attorney Advertising" under the New York Rules of Professional Conduct and under the law of other jurisdictions.

All blogging or other online publication must also comply with all other Firm policies, including but not limited to the "Providing Commentary" directions stated above as well as those concerning Client and Firm Confidences, General Ethical Considerations, Nondiscrimination and Professional Conduct, and Writing Books, Papers and Articles.

Best Practices for Social Media Behavior

These Best Practices Are an Integral Part of This Policy.

1. **Be clear about who you are personally and professionally.** We encourage you to build a reputation of trust online among your clients, colleagues and the public. Speak in the first person when posting online and always use your real name. Never create an alias or pseudonym, and never be anonymous. When participating on personal social networks and communicating content that may be work-related, you must clearly and unambiguously disclose that your views are personal and do not represent those of Davis Polk.
2. **Follow the rules in other Davis Polk policies.** Many of the rules contained in the Firm's other policies also apply to employee behavior on social networking sites and other public online forums. You are responsible for being aware of, and complying with, all the Firm's policies.
3. **Obey the law and guidelines.** Don't post any information or conduct any online activity that may violate applicable local, state or federal laws or regulations. Always follow the specific terms and conditions and guidelines established by each website and blog.
4. **Never be false or misleading in your online credentials.** Attorneys and other professional staff members MUST maintain complete accuracy in all of their online bios and ensure there is no embellishment.
5. **Credit appropriately.** Identify all copyrighted or borrowed material with citations and links. When publishing any material online that includes another's direct or paraphrased quotes, thoughts, ideas, photos, or videos, always give credit to the original material or author, where applicable, and make sure that you have the right to use such material with attribution.
6. **Fact-check / spell-check your posts.** Always evaluate your contribution's accuracy and truthfulness. Before posting any online material, ensure that the material is accurate, truthful, and without factual error. Spell-check and grammar-check everything. Content never disappears entirely once it has been posted.
7. **Be the first to respond to your own mistakes.** If you make an error by posting something that contains incorrect information, confidential information or creates a conflict or other ethical issue for the Firm, be upfront about the issue. If you are a Firm attorney, quickly bring it to the attention of the Firm's General Counsel or a member of the Firm's Management Committee. If you are a nonattorney staff member, quickly bring it to the attention of your immediate superior or the head of Human Resources. The Firm will then provide you guidance and counsel as to how to address and respond to the mistake.
8. **Consider your audience.** Remember that your audience may include current clients and potential clients, as well as current/past/future employees. Consider that before you publish and avoid comments and posts that alienate any of those groups.
9. **Be thoughtful and constructive.** When posting to a blog or other online network, bear in mind that your posts are a reflection of who you are both professionally and personally. Keep the tone of your comments thoughtful, respectful and constructive. Avoid any communications that could result in personal, professional, or credibility attacks on you, Davis Polk's services, its clients, employees and others, including competitors.
10. **Time management.** Make sure that your online activities do not interfere with your job responsibilities and commitments to the Firm and its clients.

Interpretation and Application of This Policy

This policy will not be interpreted or applied in any manner that would violate any employee's legal rights under law applicable in the jurisdiction in which the employee works for the Firm.

Questions About This Policy

If you have any questions about this Policy or its application, or believe application of the policy to certain circumstances is not appropriate, please contact the Firm's General Counsel to discuss such issues.

Procedure for Policy Violations

If your online activity is seen as compromising Davis Polk, or violating this Davis Polk Internet/Social Media Policy, we may request a cessation of such activity, and you may be subject to disciplinary action including, but not limited to, termination from your position at Davis Polk.

This policy is part of the **Beijing General Staff Handbook**.
 This policy is part of the **General Staff Handbook**.
 This policy is part of the **Hong Kong General Staff Handbook**.
 This policy is part of the **Hong Kong Lawyers' Handbook**.
 This policy is part of the **Madrid General Staff Handbook**.
 This policy is part of the **Northern California General Staff Handbook**.
 This policy is part of the **Northern California Lawyers' Handbook**.
 This policy is part of the **Paris General Staff Handbook**.
 This policy is part of the **Paris Lawyers' Handbook**.
 This policy is part of the **Supervisors' Handbook**.
 This policy is part of the **São Paulo General Staff Handbook**.
 This policy is part of the **Tokyo General Staff Handbook**.
 This policy is part of the **Washington, D.C. General Staff Handbook**.
 This policy is part of the **Lawyers' Handbook**.
 This policy is part of the **London General Staff Handbook**.
 This policy is part of the **Partners' Handbook**.
 This policy is part of the **Beijing Lawyers' Handbook - DRAFT**.

1.23 Jury Duty

Several years ago, New York State eliminated the statute that excused attorneys from jury duty in the New York State courts. In the New York federal courts, the SDNY does not excuse attorneys from jury duty; the EDNY does.

You can get your jury service postponed to a more convenient time. You cannot get excused from jury duty altogether absent some unique circumstances (e.g. -- you do not live in the jurisdiction that has summoned you or you are not a U.S. citizen).

If you have received a jury summons from a New York State court and have not sought a previous postponement, you can obtain an automatic postponement via the phone number on the jury summons or on-line. You can postpone jury duty by mail in the federal courts in the SDNY and EDNY.

If you need assistance seeking a postponement or should be excused from jury duty, the Managing Attorney's Office may be able to help. If you are seeking a postponement, bring your summons and a date when you can serve to Jennifer Candelario or Larry Jacobs in the Managing Attorney's Office. If you should be excused from jury duty, we can discuss what you will need to provide the court. If you have additional questions about procedures, you can speak with Jennifer Candelario or Larry Jacobs.

For more information, these are helpful web sites.

- For general New York State juror information, instructions on how to request a postponement on-line, and links to information for specific counties: <http://www.nyjuror.gov/>
- For the federal courts in Manhattan and White Plains, the SDNY's website for jurors contains answers to frequently asked questions: <http://www.nysd.uscourts.gov/jury.php>
- For the federal courts in Brooklyn and on Long Island, the EDNY's juror website is http://www.nyed.uscourts.gov/Jury_Service/jury_service.html

One last word of advice -- after you serve, keep your certificate of service. Depending on the court, you are excused from further jury service in New York for two to six years.

1.24 Leaves of Absence

- Accrued Sick and Safe Leave Act (ASSLA) for DC Employees
- Bereavement Leave
- Family and Medical Leave
(Links to Benefits Handbook)
- Jury Duty
- Medical Leave
(Links to Benefits Handbook)
- Military Leave
- Parental Leave / Primary Caregiver Leave

Accrued Sick and Safe Leave Act (ASSLA) for DC Employees

ASSLA was enacted on November 13, 2008. Under this law, after one year of employment, employees are entitled to paid sick leave for up to 7 days per calendar year. At least 1 hour of paid leave for every 37 hours worked is accrued, up to a maximum of 7 days per calendar year. Sick leave is defined as an employee's own illness, injury or medical condition, an employee's own professional medical diagnosis or care, or preventive medical care, an employee's care of a child, parent, spouse, domestic partner, or any other family member's illness, injury, medical condition, diagnosis or preventive medical care or certain absences directly relating to social or legal services resulting from stalking, domestic violence, or sexual abuse of the employee or the employee's family member. Unused ASSLA days carry forward to future years, however, no more than 7 days can be used towards ASSLA in any calendar year. Certification is required for an employee's own illness, injury or medical condition. Please contact the Human Resources Dept. for more information.

Bereavement Leave

A paid one-week leave of absence is granted to employees who experience a death in their immediate family. The immediate family includes spouse, parents or legal guardians, sisters, brothers and children. Special circumstances, if any, should be discussed with your supervisor or manager.

Jury Duty

Several years ago, New York State eliminated the statute that exempted attorneys and certain other professionals from jury duty. This means that all New Yorkers (and many former New Yorkers) will at some point be called for jury duty. The odds are good that you will be called at a time that is inconvenient for you. This is where the Managing Attorney's Office can assist you.

We can get your jury service postponed to a more convenient time or temporarily excused. We cannot get you out of jury duty altogether absent some unique circumstances (e.g. -- you do not live in the jurisdiction that has summoned you, you are not a U.S. citizen, or you are a convicted felon).

If you have received a jury summons and have not sought a previous postponement, you probably do not need the Managing Attorney's Office's help. There should be a phone number on the summons that you can call for a postponement. If you are seeking an additional postponement or should be excused from duty, we can help with that.

Bring your requests (and your summonses) to Jennifer Candelario in the Managing Attorney's Office. If you have questions about procedures you can speak with Jennifer, Larry Jacobs or Charmaine Clarke.

For more information, these are helpful web sites.

- For general New York State juror information and links to information for specific counties: <http://www.nyjuror.com/>
- For information about New York County jury service: <http://www.nyjuror.com/newyork.html>
- For the New York County Jury Commissioner's web site (with answers to frequently asked questions about state court jury service in Manhattan): <http://www.nyjuror.com/nyhome.html>
- For the federal courts in Manhattan and White Plains, the SDNY's website for jurors is very helpful and contains answers to frequently asked questions: <http://www.nysd.uscourts.gov/juryduty.htm>
- For the federal courts in Brooklyn and on Long Island, the EDNY's juror website is similarly helpful: http://www.nyed.uscourts.gov/Jury_Service/jury_service.html

One last word of advice – after you serve, keep your certificate of service. Depending on the court, you are excused from further jury service for two or four years after you have served.

Military Leave

If you are an active member of a reserve unit of the Armed Forces, you may be granted a two-week leave of absence to attend special schools or training. If your military pay is less than your salary, you will be paid the difference, provided that you submit to your manager a written statement of your military pay, signed by your Military Finance Officer upon returning to work.

Parental Leave / Primary Caregiver Leave

Parental Leave

All lawyers may take up to four weeks of paid Parental Leave following the birth, adoption or placement with the lawyer for foster care of a child. If a lawyer gives birth to a child, Parental Leave will become available after all paid leave in connection with the Firm's Short Term Disability has been exhausted. Parental leave must be taken within the first six months of the birth or adoption. It is expected that all leave taken in connection with the birth or adoption of a child (disability, parental and primary caregiver leave) will be taken consecutively, as one block of time out of the office.

After the lawyer has utilized his or her Parental Leave, he or she may also be eligible for up to six additional weeks of paid leave under the Firm's Primary Caregiver Leave policy (please see that policy for additional details). In addition, or in the alternative, accrued vacation from the year in which the birth or placement occurs, as well as any approved carryover vacation from the previous year may be used to extend one's paid leave. Finally, subject to approval, a reasonable period of additional unpaid leave may be taken at the lawyers option.

For example, a DPW lawyer who gives birth and acts as the primary caregiver for her infant would be eligible for the following paid time off:

8 weeks disability/maternity leave + 4 weeks Parental Leave + 6 weeks Primary Caregiver Leave = 18 weeks

Note that paid time off prior to the birth of a child is determined by the individual's doctor. In general, most expectant lawyers take one to two weeks of paid leave immediately prior to delivery. Whether the leave starts on the date of delivery or on a date prior to delivery, it is subject to the standard documentation required for a short-term disability leave. This time is not counted towards the 18 weeks of disability/maternity, Parental Leave and Primary Caregiver Leave.

Any leave taken under the Parental Leave Policy will count towards the twelve weeks available under the Family Medical Leave Act.

Primary Caregiver Leave

In addition to any paid leave available to parents pursuant to DP&W's Short Term Disability ("STD") Policy and/or Parental Leave Policy, if a lawyer will serve as the primary caregiver to a newborn or newly adopted child, the lawyer is entitled to up to an additional six weeks of paid leave pursuant to DP&W's Primary Caregiver Leave Policy. As a result, certain parents may be eligible for up to eighteen weeks of paid leave. Primary Caregiver Leave must be taken within the first 6 months of the birth or adoption.

In order to be considered the "primary caregiver," the lawyer must be the parent who provides the primary day-to-day care for the child during the Primary Caregiver Leave.

If two DP&W lawyers are the parents of the same child, and both parents serve at different times as the child's primary caregiver, six total weeks of Primary Caregiver Leave will be provided. Such time may be split between the two primary caregivers.

Accrued vacation from the year in which the birth or placement occurs, as well as approved carryover vacation, may be used to extend a lawyer's paid leave. In addition, a reasonable period of additional unpaid leave may be taken at the lawyer's option, with DPW approval. Vacation continues to accrue during paid short-term disability leave and Parental Leave; it does not accrue during Primary Caregiver Leave.

Leave taken pursuant to this Primary Caregiver Leave policy will count towards the lawyer's Family and Medical Leave allocation, to the extent the lawyer has not exhausted his/her allocation at the time of the Primary Caregiver Leave.

1.25 Lexis and Westlaw Folders

The recently released "Westlaw Next" and the soon-to-be-released "Lexis Advance" give lawyers the opportunity to place retrieved cases into folders that can be shared among team members. The services also allow lawyers to make "sticky note" annotations to the foldered documents.

While the Firm recognizes the potential usefulness of lawyers being able to share retrieved cases and comments, the Westlaw and Lexis folders reside on servers outside of the Davis Polk firewall and outside of Davis Polk's control. Accordingly, those folders are not an appropriate place for annotations reflecting work product or attorney impressions, and lawyers should NOT place annotations or comments in those folders. To restate:

It is Davis Polk policy that no "sticky note" or other annotations be added to any document in a Westlaw Next or Lexis Advance Folder.

If you have any questions on this policy, please contact General Counsel.

This policy is part of the **Lawyers' Handbook**.

1.26 Meals

If you are kept at the office through the dinner hour by client or Firm work, or if you are working in the office at lunch and/or dinner time on weekends or major holidays, you may be reimbursed for reasonable meal expenses. You may be reimbursed for lunches during the week (or charge them in the Cafeteria) only when you are with clients or others not from DP&W who are working with you.

Meals should be charged to a client only when doing so is consistent with the client's guidelines and expectations. Please keep in mind that clients are likely to question charges inconsistent with their guidelines and expectations.

In the absence of any client guidance, the Firm would view as reasonable in the ordinary course and when clients are not present a reimbursement request for up to \$25 (note that Cafeteria charges for a full meal typically run less than \$15) for dinner on a working weekday of at least ten billable hours ending after 8:30 pm. Reimbursement for a single meal on a weekend or major holiday will be approved provided you have billed at least four hours. In the event that you work an entire weekend day or major holiday and bill at least seven hours, reimbursement of two meals will be approved.

Please note that SeamlessWeb, the premier on-line meal ordering system, is available at Davis Polk. Lawyers are able to order dinner on weeknights or lunch or dinner on weekends and holidays from one of the more than 250 participating Manhattan restaurants. At www.seamlessweb.com you can peruse menus, create an on-line food order, enter the appropriate client/matter number and electronically transmit the order to the restaurant. The restaurant will confirm your order and the delivery time via return e-mail. Deliveries will be made to the reception desk in the ground floor lobby and diners will be called to pick up their orders. You will be receiving a welcome e-mail from SeamlessWeb advising you of your username and password. You might consider changing your password after logging on for the first time but you should not use your Davis Polk password. Click the "My Account" button on the SeamlessWeb home page to access your profile and change your password. Although SeamlessWeb should not be used to order meals during regular business hours, there may be occasions when its catering service may be of interest. Please speak with Chris Farrell, before ordering during those hours.

Should you have any questions or comments regarding SeamlessWeb, please feel free to call Chris Farrell, or Jill Sterner, ext. 4-4613.

This policy is part of the **Lawyers' Handbook**.

1.27 Non-Discrimination & Professional Conduct

- Firm Statement of Policy
- Introduction
- Individuals Covered Under this Policy
- Complaint Procedure
- Consenting Relationships
- Conclusion

Firm Statement of Policy

Davis Polk & Wardwell is committed to maintaining an environment free from discriminatory behavior or harassment on the basis of sex, race, color, religion, national origin, age, disability, military or veteran status, sexual orientation, gender identity, gender expression or any other basis prohibited by federal, state or local law. The firm's expectation is that everyone at the firm will be treated and will treat others with professionalism and respect. The firm has a zero tolerance policy with respect to behavior and language that is discriminatory or harassing.

Introduction

Discrimination is treating someone less well as to the terms and conditions of their employment for certain legally protected reasons as outlined above and is unlawful. Harassment is a specific form of discrimination. Harassment is unwelcome behavior based upon those protected categories or reasons.

Sexual harassment is one form of harassment and is prohibited under federal, state and local laws. For the purposes of this policy, sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when: (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

It is essential to understand that sexual harassment may include a range of subtle and not so subtle behaviors, and may involve verbal, visual or physical conduct of a sexual nature. (Note 1) Such behavior is unacceptable at the workplace and in any work-related setting outside the workplace such as during business trips, court appearances and business-related social events.

Individuals Covered Under this Policy

This policy is for the benefit of all lawyers and employees, including any temporary employees, of the Firm, whether related to conduct engaged in by fellow lawyers or employees or persons not directly connected to the Firm (for example, a client, opposing counsel, outside vendor or consultant).

Complaint Procedure

The Firm strongly recommends the prompt reporting of all perceived incidents of discriminatory behavior or harassment on the basis of sex, race, color, religion, national origin, age, disability, military or veteran status, sexual orientation, gender identity, gender expression or any other basis prohibited by federal, state or local law, regardless of the offender's identity or position. Lawyers who believe they have been subjected to such prohibited conduct or who believe that they have witnessed such prohibited conduct or any other behavior inappropriate to the workplace should discuss their concerns immediately with:

- their practice group coordinator or head of their office,
- the head of the Personnel Committee, Kathleen Ferrell
- the head of the Administration Committee, Joe Hadley
- the firm's General Counsel or Deputy General Counsel, or
- any member of the Firm's Management Committee.

Office telephone extensions, office locations and e-mail addresses for the individuals listed above can be found in the Firm's Office Directory and also in the Firm's 411 computer program.

The Firm encourages the prompt reporting of complaints of inappropriate or offensive conduct so that rapid and constructive action can be taken before the conduct becomes severe or pervasive. Early reporting and intervention is often the most effective method of resolving actual or perceived incidents of prohibited conduct. This policy applies to all incidents of alleged harassment, including those which occur off-premises, or off-hours, where the alleged offender is a supervisor, co-worker or even a non-employee with whom the employee is involved, directly or indirectly, in a business or potential business relationship on behalf of the Firm.

In addition, the Firm encourages individuals who believe they are being subjected to discriminatory behavior or harassment (including without limitation sexual harassment) promptly to advise the offender that his or her behavior is unwelcome and request that it be discontinued. The Firm recognizes, however, that it is not necessary for an individual to talk directly to an offender if that individual feels uncomfortable doing so.

Complaints of inappropriate conduct will be investigated promptly. The Firm recognizes that individuals may wish knowledge of their report, or the conduct they are reporting to be as limited as possible. The Firm will seek to maintain confidentiality of the reported conduct and investigation to the extent possible and appropriate under the circumstances.

The Firm prohibits any form of retaliation against any individual who reports what she or he believes to be a bona fide complaint under this policy or who assists in the investigation of a report of a complaint.

Misconduct constituting discrimination or harassment based on sex, race, color, religion, national origin, age, disability, military or veteran status, sexual orientation, gender identity, gender expression or any other basis prohibited by federal, state or local law will be dealt with by the Firm in the manner that the Firm determines is appropriate. Responsive action could include disciplinary action, up to and including termination of employment.

Consenting Relationships

The Firm recognizes that, from time to time, consenting relationships may develop between persons who work at the Firm. It is essential to understand, however, that a consenting relationship between persons of equal or unequal status at the same workplace may lead to unforeseen complications given the nature of the employment relationship. Therefore, each Davis Polk lawyer and staff member should be aware of the possible risks of even an apparently consensual relationship. The Firm expects its lawyers and staff members to be sensitive to such risks, and may reassign the reporting functions or other roles of those involved - or take other actions it deems appropriate - to avoid problems in this regard.

Where, in particular, the relationship involves a partner, administrative manager or administrative supervisor, on the one hand, and a less-senior or lower-level employee, on the other, such a relationship may give rise to an actual or apparent conflict of interest, or a perception of favoritism. Given this and other concerns, the Firm strongly discourages relationships between a partner, administrative manager or administrative supervisor and a less-senior or lower-level employee, and requires the more senior person (and encourages, but does not require, the more junior person) in such a relationship to report its existence to a Contact Person. When made aware of such a relationship, the Firm may take action it deems appropriate.

Conclusion

The Firm has developed this policy to ensure that all individuals at the Firm can work in an environment free from discriminatory behavior or harassment on the basis of sex, race, color, religion, national origin, age, disability, military or veteran status, sexual orientation, gender identity, gender expression or any other basis prohibited by federal, state or local law. Any individual who has any questions or concerns about this policy is encouraged to talk with one of the persons identified in the Complaint Procedure.

(Note 1) Examples of the types of conduct expressly prohibited by this policy include, but are not limited to, the following:

- Touching, such as rubbing or massaging someone's neck or shoulders, stroking someone's hair, or brushing against another's body.
- Sexually-suggestive touching.
- Grabbing, groping, kissing, fondling.
- Violating someone's "personal space".
- Lewd, off-color, sexually oriented comments or jokes.
- Foul or obscene language.
- Suggestive or sexually explicit posters, calendars, photographs, graffiti, cartoons.
- Unwanted or offensive letters or poems.
- Sitting or gesturing sexually.
- Offensive e-mail or voice-mail messages.
- Sexually oriented or explicit remarks, including written or oral references to sexual conduct, gossip regarding one's sex life, body, sexual activities, deficiencies, or prowess.
- Questions about one's sex life or experiences.
- Repeated requests for dates.
- Sexual favors in return for employment rewards, or threats if sexual favors are not provided.
- Any other conduct or behavior deemed inappropriate by the Firm.

This policy is part of the **Lawyers' Handbook**.

1.28 Personal Legal Advice

While Davis Polk does not generally practice in legal areas in which issues frequently arise for individuals, such as personal injury, landlord-tenant, or matrimonial law, the Firm is often able to refer you to outside lawyers who practice in the relevant field.

In certain extraordinary and very limited circumstances, the Firm may decide to represent an employee and provide direct legal advice and services. In such a case, fees are not normally charged; however, out-of-pocket expenses must be reimbursed to the Firm. If you feel that you need legal advice or services from the Firm on a personal matter, you should discuss this matter initially with your supervisor, manager or office administrator (for general staff and legal assistants) or with a partner (for lawyers). If the manager or partner concurs with your request, he or she must then seek approval from the Management Committee and, if granted, follow the same procedures as any other new matter at the Firm.

See also Pro Se and Other Non-Firm Matters

This policy is part of the **Lawyers' Handbook**.

1.29 Privacy

Davis Polk & Wardwell LLP's Commitment to Your Privacy

Davis Polk & Wardwell LLP and its associated entities (collectively **Davis Polk**, or the **Firm**) are committed to protecting your privacy and that of your business and employees, while providing you with the opportunity to receive our services.

This privacy policy ("Privacy Policy") describes the ways in which we collect information from you, including specifically when you use our website (the "Website"), and what we may use it for. This Privacy Policy also applies to our collection and use of information that we collect from you in the normal course of business. This Privacy Policy is at all times subject to any applicable local law requirements. This Privacy Policy may be amended by us at any time. Please check the Website periodically to inform yourself of any changes.

If you have any questions, complaints or need further information about our privacy practices, please contact **Jeffrey R. O'Brien**, our Data Protection Partner, at jeffrey.obrien@davispolk.com.

If you have any questions or comments regarding this Privacy Policy, the Disclaimer or the processing of your Personal Information by Davis Polk, please follow the links for location specific contacts:

- Brazil: please contact **Rode Ziembick** at rode.ziembick@davispolk.com
- France: please contact **Pascale Fouchero** at pascale.fouchero@davispolk.com
- Hong Kong: please contact **Elke Lo** at elke.lo@davispolk.com
- Japan: please contact **Kei Imai** at kei.imai@davispolk.com
- People's Republic of China (excluding Hong Kong): please contact **Chris Yao** at ying.yao@davispolk.com
- Spain: please contact **Olga Fouce** at olga.fouce@davispolk.com
- United Kingdom: please contact **Gill Baxter** at gill.baxter@davispolk.com

What Data Do We Collect from You?

We collect information or data from you in various ways, including specifically through your use of the Website:

- during the course of your use of the Website (this will include any and all material you send or upload either to the Website or to any email address provided on the Website);
- by our use of "Cookies" (see below); and
- information that you provide to us and when we request further information from you from time to time.

Much of this data comprises business information. Some of that data may inevitably comprise your personal information (including Sensitive Personal Information, subject to applicable local law) ("**Personal Information**"). We are obliged by law to comply with certain obligations with regard to the Personal Information that we receive from you. This Privacy Policy describes how we fulfill our obligations under those data protection laws. This Privacy Policy is in accordance with the Data Protection Directive 95/46/EC and the respective national Data Protection Acts implementing the Directive. It also complies with the Personal Data (Privacy) Ordinance (Cap. 486) of Hong Kong.

Davis Polk endeavors to ensure that Personal Information is kept as current as possible and that irrelevant, excessive or out-of-date Personal Information is updated or deleted. However, some Personal Information

may be retained for varying time periods in order to comply with legal and regulatory obligations and for other legitimate business reasons.

We may collect and use data collected from you (however collected), including any Personal Information, for the following purposes:

- administration of the Website;
- to process your requests and answer your inquiries;
- the continuation of Davis Polk's business and the provision of legal services;
- provision of information regarding our Firm and Davis Polk offices, and on the services, seminars, publications, the Firm's marketing information and all other information and/or
- materials offered by our Firm;
- sending of newsletters, legal updates, and all other information and/or materials offered by our Firm;
- consolidation of information relating to our clients and vendors among Davis Polk offices; and
- matters incidental to the purposes of use set out above, where permitted by applicable local law.

You may use the Website without providing us with your Personal Information. However, some features on the Website allow you to provide us voluntarily with Personal Information. All practicable steps will be taken to ensure that individuals are informed as to whether the supply/collection of the Personal Information (including Sensitive Personal Information, subject to applicable local law) is obligatory or voluntary, and where the supply of that Personal Information is obligatory for some specified purpose, the individual will be informed of the consequences of failure to supply that Personal Information. The supply/collection of Personal Information is voluntary for using the Website except when subscribing to newsletters and for reviewing webcasts. In order to view webcasts, the following information must be provided: first name, last name, email address, company name and title. In addition to the data that is required to be provided in order to view a webcast, requestors may voluntarily supply their address and telephone data when subscribing to a newsletter. If the required data is not supplied, the newsletter and/or webcast will not be made available to the requestor.

We are an international law firm, and we may disclose and transfer data, including your Personal Information, relating to you to other Davis Polk offices (a link to all Davis Polk offices is available at <http://www.davispolk.com/offices>), and all Davis Polk offices may hold, process, use, and disclose and transfer to other Davis Polk offices such Personal Information for purposes set out in this Privacy Policy.

Personal Information may be shared with other nonaffiliated third parties (where such third party entity (and/or its successors and assigns) is performing certain services on behalf of Davis Polk, pursuant to its direction or as directed or consented by the individual) such as auditors, technical service providers or other service providers that require the processing of Personal Information, for the specified purposes as set out in this Policy, as may be permitted or required by law, as provided for by any contractual arrangement, and/or in connection with Davis Polk's business and its operations (including where disclosure is necessary in order to facilitate the conduct of a specific matter including transactions/cases). In such circumstances, we will inform or notify you in advance of our disclosing your Personal Information to that third party, unless it is not possible to do so or would involve disproportionate effort, since it might not be technically or commercially feasible to do so in all the circumstances.

Marketing

If you have already registered to receive any materials from us, we may use your Personal Information in order to send you in electronic and/or paper form marketing and other materials relating to Davis Polk, its products and services and to update records held by us. If you are not already registered to receive marketing information from us and wish to do so please click <http://www.davispolk.com/publications>.

You may withdraw your consent to the receipt of marketing materials at any time and free of charge by sending an email to busdev@davispolk.com.

Recruitment

If you submit Personal Information (including, as permitted by applicable local law, Sensitive Personal Information, other than in France and Spain) to us via the Careers section of the Website or to an email address specified in the Careers section for applying for a position at Davis Polk, we will process such Personal Information solely for the purposes of considering applications and recruitment (and for purposes of our administration and/or management if you commence work for Davis Polk), and not for marketing purposes. Sensitive Personal Information may, subject to local laws, include information as to your racial or ethnic origin, political opinions, religious, philosophical or similar beliefs, trade union membership, physical or mental health, sexuality, commission of criminal offenses and/or involvement in criminal proceedings.

Business Reorganization

Davis Polk may in the future reorganize or transfer all or part of its business which may result in the transfer of your Personal Information to new entities (which will be associated entities of Davis Polk) or third parties through which the whole or part of the business of Davis Polk will be carried out. If Davis Polk ceases to trade, or becomes insolvent, enters into receivership or any similar or equivalent event occurs, those acting on behalf of Davis Polk may sell the business or parts of it to a third party, in fulfillment of legal or business requirements. This may result in the transfer of your Personal Information to a third party through which the business or parts of it will be carried out.

Use of "Cookies"

We may also collect data that may include your Personal Information by sending "cookies" to your browser, which will store them in your computer in order to facilitate your browsing. All Davis Polk servers and computer systems are protected from outside intrusions. As a result, all data that may be collected about site viewers through the use of cookies will be protected from unauthorized access.

A cookie is a small chunk of information sent by our web server to the web browser software that you are using to access the Website. A cookie enables our web server to collect information from your web browser software. If you want to know more about cookies and how to disable them, please go to http://www.cookiecentral.com/c_concept.htm (an independent website). A cookie primarily stores information concerning your visits and preferences as to your browsing on the Website. This means your computer will be recognized by the site on your return to the Website, which in turn allows the server to make downloading of pages faster than on first viewing.

We also use cookies to identify users when they visit the Website, which enables us to build up a personalized profile of the users of the Website and to tailor the content to individual users of the Website. In addition, cookies may also be used by us to establish statistics about the use of the Website by

Internet users by gathering and analyzing data such as most visited pages, time spent by users on each page, site performance, etc.

By collecting and using such data, we hope to improve the quality of the Website. We may provide anonymous statistics about our users and related usage information to reputable third parties, but these statistics will not enable any third party to identify individuals or individual businesses.

The data collected by our servers and/or through cookies that may be placed on your computer will not be kept for longer than is necessary to fulfill the purposes mentioned above. Cookies are automatically collected, and if you do not wish to have this navigation data collected, we recommend that you do not use the Website. You can also set your browser to block the recording of cookies on your hard drive to minimize the amount of data that may be collected about your navigating on the Website. The procedure for blocking cookies may vary for different software products. Please check your Internet browser software or with your software supplier if you wish to block cookies. However, for optimal use of the Website, we recommend that you do not block the recording of cookies on your computer. Further information can be obtained from http://www.cookiecentral.com/c_concept.htm (an independent website).

Privacy of Electronic Communications

Please note that any electronic communication made between you and us, including via the Website, may not be secure and, unless you are already a client, may not be treated as privileged or confidential. While we welcome your inquiries, please do not send us any electronic communication that contains any confidential or sensitive Personal Information or data.

Transfer of Personal Information Outside the Local Jurisdiction

The Internet is a global environment, and Davis Polk's headquarters are in the United States of America. In order to provide our services, we may need to transfer Personal Information to locations outside the local jurisdiction in which you are viewing the Website and process Personal Information outside that jurisdiction for the purposes set out above. The Davis Polk office which collects such Personal Information is the responsible party to administer and manage such Personal Information although it may transfer Personal Information to other offices as set out in this section. Please note that Personal Information sent to us or uploaded by you via the Website may therefore be controlled and processed by any of Davis Polk's offices, some of which are outside your local jurisdiction and specifically outside the European Economic Area ("EEA"). The location of our offices may change from time to time, and we may establish offices in any number of countries or territories at any time, any one or more of which may act as controllers of and/or processors of such Personal Information. (A link to all current Davis Polk offices is available at <http://www.davispolk.com/offices>.)

Please be aware that the data protection and privacy laws in those jurisdictions may not provide for the same level of protection of your Personal Information as exists in your home country or in the EEA. To ensure a sufficient level of Personal Information protection, our Firm and its various offices have entered into an agreement containing the model clauses as recommended by the European Commission. For the purposes of our Paris office, the CNIL (La Commission nationale de l'informatique et des libertés) authorized the transfer of Personal Information pursuant to decision No. 2009-558 of September 24, 2009. For the purposes of our Madrid office, the AEPD (Agencia Española de Protección de Datos) authorized the transfer of Personal Information pursuant to decisions TI/00160/2009 and TI/00161/2009 of March 12, 2010. By accepting this Privacy Policy through your use of the Website, you hereby consent to such transfers, provided that they are limited to the purposes set out above.

Legal Requirements

While it is unlikely, we may be required to disclose your Personal Information by a court order or to comply with other legal requirements. We will use reasonable endeavors to notify you before we do so, unless we are legally restricted from so doing.

Davis Polk Does Not Sell or Exploit Personal Information Commercially Through Third Parties

We will not sell, rent, distribute or otherwise make Personal Information commercially available to any third party, except as described above, or except with your prior permission.

Access to and Correction of Personal Information

Subject to the provisions of local law from time to time, you may be entitled to one or more of the following rights: a right of access, a right to stop unauthorized transfer to a third party and/or a right to correct and/or deletion of your Personal Information. Should you wish to discuss your entitlement to and/or exercise of any such rights, please contact our Data Protection Partner or the local contact listed above.

Acknowledgment

By continuing to use the Website and by providing any Personal Information (including any Sensitive Personal Information) to us via any means (whether through the Website and/or the email addresses and/or any other contact mechanisms), you acknowledge that you have read and accept this Privacy Policy and you consent to our use of your Personal Information in accordance with this Policy and to the transfer of Personal Information to other locations in accordance with the "Transfer of Personal Information Outside the Local Jurisdiction" section (provided that they are in accordance with the purposes set out above). Please do not send us any Personal Information if you do not want that information to be used by us in the manner set out in this Privacy Policy or you do not consent to the transfer of this information to locations outside your jurisdiction (including, if applicable, outside the EEA).

This policy is part of the **Lawyers' Handbook**.

1.30 Pro Se and Other Non-Firm Matters

Generally, Davis Polk lawyers should limit their legal work to Firm matters. The Firm recognizes that there are exceptional situations in which DP&W lawyers may wish to represent themselves or be represented by someone at the Firm, or may be asked to represent or advise friends, relatives, Davis Polk personnel, or others on non-Firm matters. Approval of such work must be obtained from the Management Committee. The Firm's name may not be used in such matters without specific authorization from the Management Committee. Lawyers may not seek individual compensation. If the work is expected to be more than extremely minor, it must be described in a New Matter Memorandum and a client/matter number will be assigned. In all cases a conflicts search must be performed. Disbursements must be reimbursed to the Firm. The Firm does not prepare wills or do real estate closings for Firm lawyers.

See also Personal Legal Advice

This policy is part of the **Lawyers' Handbook**.

1.31 Professional Liability Insurance Claims

It is the policy of the Firm that all claims* or *potential* claims with respect to our professional activities—including any circumstances that may subsequently rise to a claim against the Firm or any lawyer or employee—be promptly reported to a member of the Management Committee. Our policies for professional liability coverage require prompt reporting to our carriers of any such claim or circumstance. Such reporting is also important from the standpoint of good professional risk management.

In case of any questions with respect to any claims or circumstances, please contact a member of the Management Committee, your supervising partner, or the firm's General Counsel or Deputy General Counsel.

* The term "Claim" is defined in our professional liability insurance policies substantially as follows:

1. any written demand in which damages are sought against the Firm or any lawyer or employee of the Firm;
2. any written notice received by the Firm or any lawyer or employee of the Firm from or on behalf of any person that it is the intention of such person to hold the Firm or any lawyer or employee of the Firm responsible for the results of any specified act, error or omission (whether of acts, facts, law or otherwise), breach of contract for professional services, breach of duty, libel or slander, or any allegation thereof; or
3. written notice of the commencement of any judicial, administrative or other proceeding involving the Firm or any lawyer or employee of the Firm.

This policy is part of the **Lawyers' Handbook**.

1.32 Property Security

The Firm does not reimburse employees in any office for personal property or money stolen from the premises. Valuables should never be left in a coat that is hung in a closet. Also, in order to reduce the number of thefts, you should lock up any items that can be carried away easily or anything that has "street value," such as wallets, smartphones, tablet computers, e-book readers and laptop computers. If you leave your office or desk unattended, even for a few minutes, you should consider locking up such items in your desk drawer or file cabinet.

While we are happy to accept and deliver personal packages in any of our offices we cannot be responsible for them. This includes personal packages that have been signed for and accepted by Firm personnel on your behalf. Bear in mind that personal packages from mail-order catalogs (e.g., J. Crew, Lands' End, L.L. Bean) are likely targets for theft and that you should take this into consideration when having packages sent to the Firm.

If you work in the New York office and receive a personal package and it fits into the conveyer system, it will be delivered to your "IN" box. If the package is too large for the system, you will be asked to pick it up from the mailroom. For delivery of personal packages to offices outside New York, please check with the office administrator in the individual office as to delivery procedures in that office.

If you discover that your personal property or money has been stolen, you are encouraged to file a police report and submit a claim to an insurance carrier if the item stolen is covered under a personal insurance policy. The Firm also asks that you fill out an internal Incident Theft Report, which can be obtained from the Security Desk in New York, ext. 4-4056.

This policy is part of the **Lawyers' Handbook**.

1.33 Records Retention

There are legal requirements, ethical rules and business reasons to preserve records. For example, the law requires that any record that is relevant to an actual or reasonably foreseeable litigation, proceeding or investigation must be preserved. In addition, specific laws may require that certain types of documents be preserved. Failure to preserve records when legally required to do so can result in civil or criminal penalties. Such failure may also complicate civil matters. Section 46(1) of the Restatement of the Law Governing Lawyers provides, "[a] lawyer must take reasonable steps to safeguard documents in the lawyer's possession relating to the representation of a client or former client." Finally, any record that, in your judgment, there is a business reason to preserve should be maintained.

Whether something is a record that needs to be preserved will be determined by content, not by physical form. (See New York City Bar Association Formal Ethics Opinion 2008-1 ("A Lawyer's Ethical Obligations To Retain And To Provide A Client With Electronic Documents Relating To A Representation")). Some relevant considerations are, for example, whether there would be consequences if the item could not be found or whether the item could easily be reproduced from elsewhere. The records retention policy applies to all records, in whatever form, including, for example, hard copies and electronic files (e.g., document files, email.) wherever stored (i.e., whether on a computer, BlackBerry or any other device, at the office or at home) and voice mail and other audio recordings.

Unless there is a legal, ethical or business reason to preserve them, records may be discarded in the ordinary course of business for any of several reasons, including:

- **Confidentiality:** The regular disposal of unnecessary records helps maintain confidentiality, protect trade secrets, stop corporate espionage and identity theft, etc.
- **Accessibility:** By discarding unnecessary records, one is able to increase materially the ability to access efficiently and effectively preserved records, thus making preserved records more usable and valuable over time. It is obviously much easier and less expensive to organize and index, and thus ultimately retrieve, a manageable volume of necessary records than an uncontrolled volume of records that includes, in large part, unnecessary material.
- **Clarity:** By discarding unnecessary records, one is also able to minimize the risk of superseded materials inadvertently misleading or confusing others within the Firm in the future.
- **Cost and Clutter:** The regular disposal of unnecessary records will also substantially reduce the storage and related costs that otherwise result from a failure to maintain appropriate record management practices. Especially for paper records, but also for electronic materials, the burden of maintaining unnecessary materials is a legitimate factor to consider in deciding on a general policy, or specific instance, of disposal.

Concern that a record is, or may in the future become, relevant to an actual or potential litigation, proceeding or investigation can never be a reason for discarding the record.

In addition to these general principles, the Firm's individual departments or divisions may, from time to time, provide further guidance on the specific application of these principles to their practice areas.

See also Documents, Computer Files and Other Information

This policy is part of the **Lawyers' Handbook**.

1.34 Reimbursement of Business Development Expenses

Davis Polk encourages all lawyers to devote time on a consistent basis to the maintenance and development of client relationships on behalf of the firm. Where the primary purpose of an activity is the

business of the firm (including business development), Davis Polk will reimburse lawyers for expenses they incur in conducting these activities.

Examples of business development activities include:

- Taking a client to lunch during the course of a transaction or litigation
- Taking a client team out to drinks to celebrate a closing of a transaction or successful court ruling
- Periodic breakfasts, lunches, drinks and/or dinners to discuss the client's (or prospective client's) business, legal developments and potential new business opportunities for Davis Polk
- Sporting and cultural events to maintain client relationships (note that Davis Polk has season tickets to the Yankees and Mets games, and requests for tickets for business development reasons are given priority)

Because current and/or prospective clients may also be our personal friends, we expect all lawyers to exercise good judgment in considering whether expenses have been incurred in furtherance of the business of the firm and not for personal reasons. When in doubt, discuss the question with a partner.

To obtain reimbursement, lawyers should submit an expense reimbursement form, charging the expense to 98000/100. The form should identify:

- All participants, their titles and affiliations
- Reason for activity
- General description of business development topics discussed

As with other firm expenses, business development charges that exceed \$100.00 require partner approval.

This policy is part of the **Lawyers' Handbook**.

1.35 Reporting of Certain Matters To The Firm

The Firm has professional responsibility, reputational and other business interests in the conduct of its attorneys and other employees. In furtherance of those interests, the following matters must be reported promptly upon occurrence to a member of the Management Committee or the General Counsel:

- Complaints or other allegations of professional misconduct, malpractice or negligence
- Complaints or other allegations of civil fraud or similar serious civil wrongs
- Charges, inquiries or other communications from courts, bar organizations or other governmental agencies concerning possible ethical violations
- Motions or other applications for judicial sanctions or disqualification
- Arrests, convictions or guilty pleas concerning any alleged criminal conduct, excluding simple traffic infractions, youthful offender adjudications and sealed proceedings

This policy is part of the **Lawyers' Handbook**.

1.36 Reporting State Court Judicial Election Campaign Contributions

New York, California and other U.S. states have rules that disqualify attorneys and their law firms from appearing before judges to whom they have made substantial election campaign contributions. In New York, the limit for an individual attorney is \$2,500. The collective limit for a group of attorneys at a firm is \$3,500. In California, the limit is \$1,500 for an individual attorney.

To ensure that your contribution does not inadvertently disqualify Davis Polk from appearing in litigation before a judge, please notify Larry Jacobs in the MAO who will arrange for Management Committee approval, before making any contribution to the election campaign of a U.S. state court judge.

After you have obtained approval and made your contribution, please update your information on the survey identifying contributions made to state court judicial election campaign. The link to the survey is here: <http://fsny4.dpw.com:4000/viEval/SelfEval/login.asp?Open=5361>

If you have questions about this policy, please contact Carey Dunne, the firm's General Counsel or Deputy General Counsel, or Larry Jacobs.

This policy is part of the **Lawyers' Handbook**.

1.37 Restricted List

The firm maintains a Restricted List which must be searched in connection with any conflicts search or proposed securities transaction.

The purpose of the list is to identify situations in which a particular partner, partners or counsel must be consulted for conflicts or securities transaction clearance. Each partner and counsel is responsible for seeing that all names as to which the partner or counsel should be consulted are properly included in the Restricted List.

While not necessarily covering every circumstance in which a name should be added to the Restricted List, the following examples illustrate the categories of names which should be added to the list:

- Clients
- Adverse parties (and reasonably foreseeable adverse parties)
- Counterparties and co-venturers (and reasonably foreseeable counterparties and co-venturers)
- Entities as to which the firm has or expects to have material non-public information

Particular circumstances may dictate the inclusion of additional names:

- Officers and directors or partners of clients, adverse parties or counterparties, such as in hostile transactions, investigations, or certain litigation matters
- Companies and individuals presenting other issues of potential legal or business conflict or other sensitivity (such as companies in which a client have a significant ownership interest)

While the responsible partner or counsel must be sure at the inception of a matter to see that the client's name, and the names of any other parties as appropriate, are included in the Restricted List, the partner or counsel must also add the names of additional parties (and others) to the Restricted List when their involvement or potential involvement appears and their names become appropriate for inclusion on the Restricted List, such as additional bidders in an auction context, third-party defendants and additional partners or investors in a venture. A reminder for this purpose will be emailed to the partner or counsel opening a new matter 45 days after the matter is opened.

To avoid unnecessary proliferation of Restricted List entries, partners and counsel are also responsible for periodically removing outdated (and other) entries that are no longer appropriate for inclusion in the Restricted List. For example, a capital markets transaction for an underwriter client would ordinarily generate

a Restricted List entry for the relevant issuer at the inception of the matter, but that entry would also ordinarily be appropriate to remove from the Restricted List after a reasonable period of time has elapsed after the transaction is complete, if the matter description appropriately identifies the issuer for future conflict searches.

There are also occasions where more than one partner or counsel should see that each of the individual relevant partners and counsel all add a name to the Restricted List so that each of those partners and counsel will be consulted in connection with a conflicts or securities clearance search involving that Restricted List name. For example, where multiple partners or counsel represent a client on different matters and each of the partners or counsel does or may be separately aware of whether the firm possesses relevant material non-public information or may be separately aware of different conflict issues relating to the client, each of those partners and counsel should individually add that client name to the Restricted List. In this connection, the firm has entered the names of the 50 clients listed in Exhibit A to the Restricted List, under the names of the responsible partners indicated in that exhibit. Other partners and counsel may want to discuss with the identified partner whether it is or is not appropriate for those other partners or counsel to make separate additions of those client names to the Restricted List.

The firm has instituted daily email publication to partners and counsel of additions to the Restricted List, which each partner and counsel is to review on a timely basis, in order to identify as promptly as possible any Restricted List additions which may raise legal or business conflict issues. In the event that a restricted list addition is seen to present potential concerns, the concerned partner or counsel ordinarily should contact the partner or counsel indicated as having made the addition. In unusual cases, or if the facts raise potential conflict, information wall or other sensitivities, the General Counsel or Management Committee should be consulted.

While careful review of Restricted List search results is required when checking conflicts, that review alone is not in any way a substitute or alternative to a complete review by the responsible partner or counsel of the full record center database search results generated by a conflicts search request. In relation to conflicts searches, the Restricted List is intended only to expedite initial review and resolution of obvious conflicts or potential conflicts.

A conflicts search, therefore, requires that the partner or counsel initiating the search

- Review the Restricted List search results and contact each partner and counsel identified in the Restricted List search results in order to clear the proposed matter or involvement, and
- Review the full record center database search results and contact any additional partner, counsel or associate¹ identified in the search where it appears that an actual or potential conflict may exist.

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¹ Prior representations by incoming lawyers—lateral associates, for example—are attributed to the firm for conflicts purposes, which requires that they be contacted if conflict search results indicate a prior involvement.

This policy is part of the **Lawyers' Handbook**.

1.38 Securities Transactions Clearance

Preclearance Requirement for Transactions in Securities.

- A. **General Rule.** To avoid impropriety or the appearance of impropriety, no Davis Polk lawyer, employee or family member (defined as a spouse, domestic partner or child, in each case, that shares a residence with a Davis Polk lawyer or employee) may participate in a decision to buy or sell any Security, as defined below, without advance approval from Richard D. Truesdell, Jr. Such approval must be in writing if the Security is or is to be issued or guaranteed by an issuer on the "restricted list" maintained by the Firm. The restricted list is a list of Firm clients and other parties that are involved in matters on which the Firm is working.

Please note that the requirement of advance approval applies, except as described below, whether or not the transaction is for the account or benefit of the Davis Polk lawyer, employee or family member. Failure to obtain such advance approval for any Securities Transaction is grounds for immediate termination of employment.

The requirement of advance approval does not apply to transactions in which a Davis Polk lawyer, employee or family member does not participate. These include transactions handled by brokers or advisors through managed accounts, but only if the Davis Polk lawyer, employee or family member does not participate in the transaction. However, it is important to remember that trades by brokers or other persons that are based upon confidential information disclosed by a Davis Polk lawyer or employee (i.e., "tipping") can result in the violation of federal and state securities laws. For that reason, it is essential for all Davis Polk lawyers and employees to comply with the policy on Client and Firm Confidences.

Because of the nature of the Firm's practice, there is a significant chance that security transaction requests may be denied at any time. If you own a particular company's stock, there is no guarantee that you will be able to sell it at any requested time, and you may be required to hold it indefinitely. Therefore, the Firm highly recommends that you invest via mutual funds or through a managed brokerage account in which you do not participate in the decisions to trade particular securities.

Because clearing security transaction requests uses a significant amount of Firm resources, there is a limit of 30 requests per person during any consecutive three-month period, subject to exceptions in special circumstances in the discretion of the Firm. Each request for clearance on trading a single company is considered a securities transaction request.

The identity of Securities as to which transactions are restricted at any particular time, must not be disclosed to others, whether within or outside the office. For example, whether or not trades in a particular Security are subject to approval or have been cleared by the Firm should never be disclosed to a broker.

- B. **Prohibition on Short Sales.** No Davis Polk lawyer, employee, or family member may make a short sale of any Security. Puts, calls and other transferable options are deemed to be Securities of the issuer of the shares or other securities to which they relate. If the option relates to particular Securities whose issuer is on the restricted list, clearance will not be given, even if a purchase or sale of the underlying Securities is permissible, except under the following two circumstances:
1. A call option is being sold and the underlying Securities to which the option relates are owned by the person seeking clearance, i.e., a covered call.
 2. A put option is being purchased and the underlying Securities to which the option relates are owned by the person seeking clearance.

The purchase of call options or warrants to buy shares of a company will not be permitted by the Committee.

- C. **Prohibition on Investments in Nonpublic Securities of Clients.** It is a general policy that no Davis Polk lawyer, employee or family member may directly invest in any Security issued by any client of the Firm that is not publicly traded on a national securities exchange or NASDAQ (including in its initial public offering) except in special circumstances with specific prior approval from the Management Committee.
- D. **Security.** "Security" means any security (whether private or governmental and whether or not a public market for the security exists) except securities issued or guaranteed by the United States Government, a state, or a municipality, or an agency or instrumentality thereof, certificates of deposit or savings certificates issued by banks, securities issued by an open-end mutual fund or

unit investment trust that are redeemable at the option of the holder, Exchange Traded Funds ("ETFs"), and such other short-term and other securities as the Firm shall determine to exclude. Regardless of whether a security is subject to the prior clearance rule, no DPW lawyer, employee or family member may enter into a transaction if that person is in possession of material, nonpublic information relating to the security. This would include information which could reasonably be believed to affect the net asset value of a mutual fund or an ETF.

- E. **Limited Exception Regarding Fiduciary or Charitable Accounts.** The requirement for advance approval does not apply to any transaction for a trust or other fiduciary account, or for the account of a religious, charitable or educational institution, as to which a Davis Polk lawyer, employee, or family member is one of one or more persons with authority to approve or disapprove transactions, provided that (i) the transaction is initially recommended by a bank or professional investment advisor who either submits the investment recommendation relating to the transaction in writing before the transaction takes place or confirms in writing after the transaction is completed an earlier oral recommendation and (ii) the Davis Polk lawyer, employee or family member participating in the decision to buy or sell the Security does not personally have knowledge of material nonpublic information concerning the issuer or guarantor.

If an individual wishes to participate in a reinvestment program offered by a publicly traded company, then clearance should be obtained before starting the program.

Because of this policy's requirement of prior clearance of securities transactions and the need to maintain the confidentiality of these procedures, a Davis Polk lawyer, employee, or family member may not participate in an investment club or similar group investment schemes in which the Davis Polk lawyer, employee or family member needs to participate in group decisions to buy or sell.

- F. **Limited Exception Regarding Family Members.** The requirement for advance approval does not apply to any transaction by a family member, provided that the family member participating in the decision to buy or sell the Security (i) does not personally have knowledge of material nonpublic information concerning the issuer or guarantor and (ii) does not have any financial interest in the transaction.
- G. **Special Circumstances.** The Firm will consider requests to consider alternative rules and safeguards where special circumstances exist. If you have special circumstances and would like to request that the Securities Committee consider alternative rules and safeguards you should contact Richard D. Truesdell, Jr.
- H. **Procedure for Obtaining Clearance.** Request for clearance of a transaction should be made to the Record Center (ext. 4-5605) from 8:30 a.m. to 9:30 p.m. New York time on business days. Requests may also be submitted via email to "sectrans".

When requesting clearance, Davis Polk lawyers and employees should indicate whether they are actively working on any matters involving the companies requested, in which case specific approval of the Management Committee is required.

Please note that an inquiry may be made only by the Davis Polk lawyer or employee seeking clearance for the transaction.

- I. **Guidelines for Evaluating Securities Transaction Requests.** If a company is on the restricted list, then the partner or partners responsible for those entries shall employ the following guidelines to evaluate a transaction request:
1. All transaction requests should be evaluated without regard to the type of security (e.g. stock or bond). The decision whether to approve a transaction should not be based on the type of transaction (e.g., buy or sell), except for the handling of option trades, as described above.
 2. If the Firm is actively involved in a matter involving the company, then the request should be denied unless the partner can reliably determine both that the matter is purely routine and that the Firm is not in possession of any material, nonpublic information concerning the company.
 3. A partner can block transactions in a security for an extended period of time when the nature of a transaction requires that by contacting the Richard D. Truesdell, Jr.
 4. If a partner who has a company listed on the restricted list is unavailable to review a request, it will be denied.

5. If a partner in reviewing a request is unsure whether transactions should be approved under this policy, a member of the Management Committee or Richard D. Truesdell, Jr. should be consulted.
6. If the Firm has reviewed the company's internal financial projections (as opposed to any research analysts projections), then the request should be denied until the partner can reliably determine that the projections are "stale". In a public offering context where the Firm has reviewed projections, the partner should typically deny any request made prior to the later of (x) 25 days after the closing of the offering or (y) the filing of the company's next quarterly report on Form 10-Q or annual report on Form 10-K, as the case may be.

Clearance of a transaction is valid only for a 24-hour period from the time clearance is obtained. If the transaction order is not placed within that 24-hour period, clearance for the transaction must be re-requested.

If you use the Firm's computer system for online Internet purchases, banking services or for securities transactions, it is at your own risk. Davis Polk does not verify or assure that any retail, banking or securities transactions made through the Firm's system and over the Internet are secure. You are deemed to have released Davis Polk and its employees unconditionally from any and all responsibility arising from any transactions made through the Firm's computer system. Any questions should be directed to Richard D. Truesdell or Harvey E. Neville.

This policy is part of the **Lawyers' Handbook**.

1.39 Serving on a Board of Directors

Before accepting a position on a board of directors or similar group, whether of a for-profit or not-for-profit entity, you must obtain Management Committee approval. As noted elsewhere, Davis Polk encourages its lawyers to serve on boards of directors of charitable and pro bono organizations.

This policy is part of the **Lawyers' Handbook**.

1.40 Sick and Safe Time

Sick and safe days allow an employee to be absent for one of the reasons identified below without losing a day's pay. Any employee whose absence because of his or her own illness exceeds one standard week will not be charged with individual sick days for any day beginning with the eighth consecutive day of the illness. (See "Disability Benefits Program.")

Sick and safe days may be taken for the following reasons:

- Due to an employee's physical or mental illness, injury, or health condition, or need for medical diagnosis care or treatment of employee's mental or physical illness, injury or condition, or need to receive preventative care;
- For the same purposes as above when caring for family members (see below qualifications for "family members")
- Due to the closure of the Firm's facilities, or a child's school or childcare provider in case of declared public health emergency.
- Should an employee or family member be a victim of any act or threat of domestic violence or unwanted sexual contact, stalking, or human trafficking, and employee or family member needs to take action necessary to restore the physical, psychological or economic health or safety of employee or family members or to protect those who associate or work with employee

The policy recognizes the following individuals as "family members"

- any individual whose close association with the employee is the equivalent of family;
- child (biological, adopted or foster child, legal ward, child of employee standing in loco parentis); grandchild; spouse; domestic partner; parent; grandparent; child or parent of employee's spouse or domestic partner; sibling (including a half, adopted or step sibling); and any other individual related by blood to the employee.

The Firm prohibits any form of retaliation against an employee for using sick and safe days.

For an absence of more than three consecutive work days, employees may be required to provide documentation from a health care provider, confirming the need for the amount of sick and safe time taken.

This policy is part of the **Lawyers' Handbook**.

1.41 Smoking

New York City law and firm policy prohibit the use of tobacco or smoking on firm premises and the firm's policy on this extends to e-cigarettes and similar products as well. Should you wish to smoke any of these products you are permitted to do so in designated areas outside the entrances to 450 Lexington Avenue. If you have any questions about this, feel free to contact Human Resources.

This policy is part of the **Lawyers' Handbook**.

1.42 Solicitations/Contributions

The solicitation, distribution or sale of products (i.e., Avon, Mary Kay or other similar marketing programs involving products such as cosmetics, jewelry and candy/food items) on the Firm's premises, whether for profit or non-profit, is strictly prohibited.

Solicitations of (i) gifts for Davis Polk staff initiated for any reason, whether for a holiday gift, baby or bridal shower, retirement or a death in the family, or (ii) monetary support for charitable events or organizations should not be sent to all personnel. Instead, an e-mail directed to a specific and limited group of recipients (e.g., all.lawyers.ny (all lawyers in NY)) or some other limited group (all.lawyers.ny.23 (all lawyers on one specific floor)) may be sent. The e-mail addressees should be in compliance with our e-mail policy. No follow-up or reminder e-mails may be sent and no "in person" or "door to door" solicitations are permitted.

Any questions about this policy should be directed to someone in Human Resources.

This policy is part of the **Lawyers' Handbook**.

1.43 Statement of Immigration Policy for US-Based Associates

Temporary Work Visas

The Firm is willing to sponsor our non-U.S. associates (i.e. those who are not U.S. permanent residents or citizens) for a temporary non-immigrant working visa (e.g., H-1B, TN, E-3 or the applicable extension). Obtaining a working visa is, of course, subject to the individual's eligibility for the relevant visa and the government's approval of the Firm's application. Please note that the firm will reimburse up to \$500 for airfare, hotel and meal expenses incurred while renewing non-immigrant work visas. Please direct any questions about reimbursable expenses to Kristen Schulte.

Permanent Residence ("green card") Sponsorship

Whether the Firm will sponsor an attorney for permanent residence ("green card" status), and the nature and terms of such sponsorship, will be made on a case by case basis based on the needs of the Firm. In any event, the Firm will generally not sponsor an attorney based on a U.S. labor certification (and the related job advertising process), but may, depending on the needs of the Firm, sponsor an attorney based on the "international manager" preference category.

This policy is part of the **Lawyers' Handbook**.

1.44 Taxis

Taking a taxi at Firm or client expense is generally warranted:

- Between 8:30 p.m. and 6:00 a.m. on weekdays
- Between 6:00 a.m. and 8:30 p.m. on weekdays if you are leaving for or returning from an out-of-town trip, carrying bulky documents, discussing client or Firm matters, traveling with a client, or otherwise in circumstances requiring a taxi.
- At any time of day on weekends or holidays on which our clients' offices are closed if client needs require you to be in the office.

Taking a taxi at Firm or client expense is generally **not** warranted:

- For travel between home and office on weekdays between 6:00 a.m. and 8:30 p.m.
- When public transportation is cheaper and faster, as it often is during the business day in Manhattan.

Taxis should be charged to a client only when doing so is consistent with the client's guidelines and expectations; taxis (meals) should otherwise be charged to 98000/400 (non-billable client work). This means that the client should be charged, but because of the client's guidelines, you could not bill the client for the taxi (meal). Please do **not** use 98000/800. Please keep in mind that clients are likely to question charges inconsistent with their guidelines and expectations.

See the Taxi Desk for the mechanics of arranging a taxi.

This policy is part of the **Lawyers' Handbook**.

1.45 Technology Policies

1.45.1 CD-ROM/DVD Drive Access

CD, DVD-ROM drives and removeable media are intended to be used for business purposes only. For more information, please see the Firm's Computer and Telecommunications Usage and Security Policy.

If you need to transfer files to or from our file system on to or from a CD or DVD, please contact Word Processing or your local Computer Support staff and they will assist you. Please note that files transferred from our system on to a CD or DVD must first be put into a WinZip password protected/encrypted archive.

This policy is part of the **Lawyers' Handbook**.

1.45.2 File Storage / Organization/Permissions

Davis Polk is regularly called upon to preserve email and documents related to pending or anticipated litigation. To fulfill its legal obligations, the Firm has developed document storage procedures, but the

effectiveness of those procedures depends on documents being where they are supposed to be. It is critical that all users follow the Firm's guidelines for storing files:

- Client and other work-related files should only be saved in the appropriate client/matter directories. If the files should not be open to general access, please contact Computer Support to restrict a folder.
- Personal files should be stored in your personal client/matter number. Each Firm employee has a personal client/matter directory with two subfolders: PUBLIC and PRIVATE. The PUBLIC folder and its contents are unrestricted and anyone in the Firm can access this location. The PRIVATE folder is restricted to the lawyer and his or her primary assistant or in the case of general staff, only the owner of the client/matter. Any files on the Davis Polk system, including personal files, are Firm property and the Firm reserves the right to monitor or access them. For more information see the Firm's Computer and Telecommunications Usage and Security policy.
- Files should not be saved in your "H" drive or the office general directories such as 98000/800 and 98000/500.

Contact Computer Support (4-4040) if additional restrictions on folders are needed or submit a HEAT Self Service request to Information Systems with a Problem/Request type of "Permissions."

This policy is part of the **Lawyers' Handbook**.

1.45.3 Laptops

- Provisioning of Permanent Laptops
- Provisioning of Loaner Laptops
- Passwords/Laptop Name
- Encryption
- BlackBerry Tethering
- Broadband Cards

Provisioning of Permanent Laptops

Lawyers Based in New York

The Firm currently provides laptops to New York lawyers who would benefit from a laptop's portability. New York lawyers must seek approval for a laptop from any partner currently on the Technology Committee. If approval is secured, please forward the request with approval to Computer Support.

Lawyers Based Outside of New York

All lawyers assigned to an office outside of New York will be provided a laptop.

Provisioning of Loaner Laptops

The Technical Support department maintains a pool of loaner laptops available to employees who need a temporary mobile computer. Supplies are limited, so reserve in advance via HEAT Self Service (Department: Information Systems; Request Type: Laptop Loaner) and return the equipment immediately when you are done.

Passwords/Laptop Name

Your laptop's name and passphrase should never be changed. If you change the laptop name, we will be unable to install important application and security updates to your laptop. If you change the passphrase, you will lose access to your encrypted files.

Encryption

The laptop hard drive is encrypted without any user interaction.

BlackBerry Tethering

NY, DC, MP

AT&T provides a service whereby you can connect your BlackBerry or iPhone to your Davis Polk or personal laptop and use it to get a wireless Internet connection from locations within the United States. For the United States offices, this is the preferred broadband method for laptop users because of cost considerations. The tethering feature can be added for partners upon request. Other lawyers will need approval from any partner currently on the Technology Committee. If approval is secured, please forward the request with approval to Computer Support and they will enable the feature and send you instructions.

While tethering sometimes works outside the United States, it should never be used owing to prohibitive roaming charges. If you travel internationally and believe you may not have access to an Internet connection, an international Broadband card can be requested for use with Davis Polk laptops.

LN, PS, SP, TK, HK, BG

BlackBerry tethering is currently not available with the European and Asian office BlackBerrys.

Broadband Cards

NY, DC, MP

For lawyers requiring a portable Internet connection, the Firm has limited supplies of Verizon Broadband Cards for use in the United States and Vodafone Broadband Cards for use internationally. These cards are for use with Davis Polk laptops only.

In an effort to contain costs, we no longer distribute Verizon Broadband Cards with our loaner laptops unless it is of critical importance. All laptops have Wi-Fi and Ethernet built in that can be used to connect to the Internet at client sites, hotels, hot spots, etc. BlackBerry tethering is also available. If you need a wireless card for significant work on the laptop, please contact Computer Support and let them know why you need the card and be ready to supply a firm return date; the Firm maintains a limited supply of these cards.

If you are traveling internationally and require a broadband card, contact Computer Support to borrow a Vodafone Broadband Card.

LN, SP

Vodafone Broadband Cards are available upon request for lawyers requiring a portable Internet connection. Upon request, visiting lawyers can be given a loaner broadband card.

PS

Orange Broadband Cards are available to partners and other lawyers with partner approval.

HK

Broadband card supplies are limited but can be loaned out upon request.

TK, BG

The Tokyo and Beijing offices do not have broadband cards available.

This policy is part of the **Lawyers' Handbook**.

1.45.4 Outlook / Email

- Sharing Email
- Sending on Behalf of Another Person
- Out of Office Assistant
- Email Signatures

In addition to the email policies below, more information about email security and usage policies can be found in the Firm's Computer and Telecommunications Usage and Security Policy page.

Sharing Email

Davis Polk does not allow users to share each other's live Outlook email folders. Calendar and contact information can be shared, but email is restricted to the mailbox owner only. However, utilities such as DPW Archive are available to export email to shared client/matter folders where it can be reviewed by other people.

Sending on Behalf of Another Person

The Firm allows you to grant others the right to send email on your behalf. Outlook provides these permissions through the Delegate feature. All email sent using this feature indicates the actual sender and for whom the email was sent.

Out of Office Assistant

Outlook's Out of Office Assistant should be used to send auto-replies, which notify internal and/or external email senders of your absence when you are out of the office.

Email Signatures

The Firm provides standard Outlook signatures branded with the Davis Polk style and logo. These signatures must be used to maintain a consistent Davis Polk style when communicating with clients. For guidelines and instructions on customizing your signature and title, please consult the "Personalizing Your

Email" section of the Outlook 2007 User Guide or the "Email Best Practices" section of the Davis Polk Desktop User Guide.

This policy is part of the **Lawyers' Handbook**.

1.45.5 Passwords

- Office Login Password
- BlackBerry Password
- Laptop Password
- Remote Access Passwords

In order to better secure the Firm's computer system, all users are required to change their office password every 90 days. If a user does not change his or her password after being reminded, that user's account will be temporarily disabled until the password is changed. For more information on changing your password and guidelines for choosing a password, see the Firm's Computer and Telecommunications Usage and Security Policy.

Office Login Password

Your office login password is used to log on to your office PC. It is also used to log on remotely to Outlook Web Access. Your office login password must be changed every 90 days.

BlackBerry Password

Your BlackBerry must be password-protected. You cannot disable your password, but you can change it. Please note that your BlackBerry password should be different from your office login password and must be four or more characters.

Laptop Password

Your laptop's name and passphrase should never be changed. If you change the laptop name, we will be unable to push important application and security updates to your laptop. If you change the passphrase, you will lose access to your encrypted files.

Remote Access Passwords

GoToMyPC Password / Access Code

GoToMyPC access requires a GoToMyPC website password and an Access Code to remotely use your office PC. When you successfully connect to your office PC, you will also need to log on or unlock the computer using your office login password.

OWA Password

Outlook Web Access uses your office login password for authentication. This password must be changed every 90 days

This policy is part of the **Lawyers' Handbook**.

1.45.6 USB Flash Drives

Encrypted "Kingston Secure" USB flash drives are the only removable media authorized for transporting Davis Polk and client materials.

Files should be copied only when they are to be given to a client or need to be transported for an off-site presentation. In the latter case, the media should be returned to Word Processing once the presentation is completed at which point data will be securely deleted.

Removable media for these purposes are available for loan from the Word Processing Department or your local Computer Support staff in non-New York offices. Removable media needs to be kept physically secure.

Copying Firm files in order to work on them on any computer or device that is not issued by Davis Polk is not allowed.

This policy is part of the **Lawyers' Handbook**.

1.45.7 Use of Mobile Devices / Personal PCs to Access the Firm's Email Servers

Davis Polk personnel may not enable home computers or mobile devices (other than Davis Polk-issued laptops and BlackBerrys) to access the Firm's email servers without specific permission from a member of the Technology Committee (other than through Outlook Web Access, GoToMyPC or Secure Global Desktop). Currently, the iPhone is the only device for which the Firm will grant permission to access the Firm's email servers (other than through Outlook Web Access, GoToMyPC or Secure Global Desktop). Davis Polk personnel who are granted such permission are required to adhere to additional policies regarding mobile access to the Firm's email servers, including a requirement to password-protect any such computer or device and a requirement to report the loss or theft of that computer or device immediately so that data can be wiped clean (which will result in the loss of personal data on most devices).

This policy is part of the **Lawyers' Handbook**.

1.46 Third Party Disbursements

From time to time the firm is asked by clients to arrange for the services of vendors or other third parties in connection with an on-going matter. Whenever practicable the client should be asked to deal directly with vendors or other third parties and the firm should not be involved in the invoicing or payment process. However, when it is more appropriate or advantageous for privilege or other reasons for the firm to engage third parties in connection with services being provided to the client (e.g., expert witnesses or other third parties assisting attorneys in rendering legal advice), the following steps should be taken:

1. Any written agreement the firm enters into with a third party must specify that Davis Polk is not responsible for payment except to the extent Davis Polk receives reimbursement from the client.
2. Oral agreements with third parties on behalf of a client are permissible and are typical in some instances (e.g., local counsel, outside copying). However if it is estimated that the obligation to the vendor or third party will exceed \$50,000, a written acknowledgment of our limited responsibility as stated above should be obtained.
3. The firm will not pay third party invoices over \$50,000 until we have received reimbursement from the client.
4. Any deviation from this policy needs to be approved by the Management Committee or the Chairman of the Finance Committee.

There may also be instances where the firm is requested by clients to advance sums to third parties (e.g., filing fees). In the event any such payments exceed \$50,000 prior approval by the Management Committee or the Chairman of the Finance Committee is required.

If you or any member of your immediate family has a financial interest in, or is employed by, or performs any services for, any company that provides any service to the firm or which may be engaged in connection with a client-related project (including document management, court reporting, or litigation support services), you must advise the Management Committee or the Executive Director.

This policy is part of the **Lawyers' Handbook**.

1.47 Timekeeping Policy and Practices for Lawyers

- Basic Policy
- When to Record Time While at Home, Traveling and Commuting
- Keeping Track of the Time
- Descriptions, Activities, Names
- Use of Projects Within Matters
- Consulting Colleagues at Davis Polk
- Time Reports
- Late Time
- Nonbillable Time
- ABA/UTBMS Codes - Litigation

Basic Policy

It is Firm policy to account for a minimum of seven hours for each business day, whether or not the time is billable, and to provide reasonably detailed descriptions of the work done. Time must be entered into the Client Accounting System by the end of the business day following the day on which the work was done unless unusual circumstances make it impractical to do so.

We require prompt and informative accounting for at least a seven-hour working day in order to assure that:

1. The work we do is recorded completely and accurately. (Our experience and that of other professional service firms confirms that work not recorded more or less contemporaneously is easily and frequently remembered inaccurately or incompletely.)
2. Our bills and bill estimates can be rendered promptly and easily, based upon a full record of the work done.
3. The increasingly common requirement of clients that we deliver detailed time records with our bills, or submit time records for retrospective audit, can be met without error, inconvenience or embarrassment.
4. The time devoted to business development, lawyer training, standard forms and other product development, pro bono matters, bar association and other professional activities, civic and charitable activities, and recruiting and other Firm administration is properly recognized.

It is expected that all of us will frequently record personal time – vacations, personal and family commitments that cannot be scheduled in nonworking hours, illness and the like. It is also expected that billable time may vary greatly from one day to the next.

When to Record Time While at Home, Traveling and Commuting

All time spent *working* on client matters outside the office, whether at home, while traveling or otherwise, should of course be recorded with appropriate activities/descriptions.

Nonworking time spent traveling (locally or out-of-town but excluding regular commuting) should be recorded to the matter requiring the travel, but under the activity "Travel" so that it is separately identified and may be considered by the billing partner when the bill is rendered.

The same time should never be recorded to more than one matter. For example, if you take a three-hour flight to a meeting on Matter A and spend two of the flying hours revising a document on Matter B, you should record the two working hours to Matter B and only the one nonworking hour to Matter A as "Travel."

Keeping Track of the Time

Unless you wish to enter time into the Client Accounting System yourself – which, for those who are comfortable with the computer, may be the quickest way to do it – you must, in one form or another, give your administrative assistant the information with which to do it for you. Recognizing that timekeeping methods and habits vary widely from person to person, the Firm prescribes no form; a number of different forms are in fairly common use. Whatever you and your administrative assistant find most convenient is best.

It is expected that you will on occasion think that you have spent too much time on a matter – because the subject area was new to you or there were unusual obstacles in research or drafting or because the matter concerns a nominal amount or did not come to a successful conclusion. Nevertheless, you should record the full time spent and, as you think appropriate, communicate your view to the responsible partner. The amount of the Firm's fee to the client and the weight to be given to time in determining the fee will be decided by the billing partner, who must have an accurate account of the time spent in order to make that decision.

Descriptions, Activities, Names

Time entries must include a reasonably detailed description of the work done. To that end, and in the interest of making billing information readable, the narrative descriptions entered into the Client Accounting System will begin, insofar as practical, with a phrase from the standard list of "activities" presented by the time-entry program. On timesheets and in timebooks, you can use any abbreviations or codes related to the standard list of activities that you and your administrative assistant agree upon, but as the time is entered, administrative assistants will, whenever they can, replace the abbreviations with one of the standard activities. The following is a partial list of standard activities:

- Advice re...
- Conference with... re ...
- Court appearance re...
- Draft...
- Draft memorandum to... re...
- Draft opinion re...
- Fact investigation re...
- Interview...
- Legal research re...
- Postclosing...

- Preclosing...
- Prepare...
- Review...
- Revise...
- Supervise...
- Telephone conference with... re...
- Travel to/from...

A complete reference list of the standard activities and matters you have recently worked on can be printed from the time-entry program. If none of the standard activities adequately describes the work done, use "other" and any brief, reasonably informative description will then do.

On particularly sensitive matters, such as grand jury investigations or advice as to which a privilege may exist, consult the partner in charge as to the detail to be shown.

Unless the billing partner has otherwise directed, identifying individual persons by name is not necessary. For example, "Conference with counsel for sellers" is sufficient, although consistency in such identifications is most helpful. If names are used, they should be recorded as full last names (preceded by initials if necessary to avoid ambiguity). Initials by themselves are to be avoided. Thus: "Whitman, Heckart, DS Wise" rather than "CSW, RLH, DSW".

Use of Projects within Matters

The timekeeping system is designed so that it allows time to be coded to specific projects. Each matter has one or more "projects" to which time may be recorded. A standard list of projects is established for each matter based on its type of law. For example, a corporate transaction might have these projects:

- Arrangements with advisors
- Transaction structure
- Preliminary agreements
- Fact investigation
- Antitrust issues
- Other regulatory issues
- Principal documents
- Ancillary agreements
- Disclosure documents
- Opinions
- Closing
- Postclosing advice
- General

While the recording of time to specific projects may be useful in organizing, overseeing and billing a matter, many billing partners do not currently require that projects be used; thus, if you do not indicate a specific project, your administrative assistants will record your time to the "General" project.

On matters for which projects are being used, if the work done does not fall within one of the existing projects and is (or will become) of sufficient scope or importance that separate reporting of the time appears useful, a new project can be created through the time-entry program. On corporate transactional matters, for which the standard projects are comprehensive, a new project should generally be created only when none of the standard projects is a reasonable choice. On litigation matters, for which the standard projects are more suggestive than specific, each case team should decide which of the standard projects to use and which new projects to create.

If you are recording time by project, you can get a list of the projects for your current matters or for any specific matter through the time-entry program.

There are some instances where recording time under specific projects will be useful. On Client/General matters, a new project may be created for each new assignment or question that is not part of an existing matter and is likely to entail a significant number of time entries. Prolonged use of a project for a specific Client/General assignment probably indicates that a new matter should be created.

For example, if a client asks a question about bridge loans in tender offers and the question is not part of an existing matter or appropriate for a new matter, you may create a new project under General titled "Tender offer bridge loans (officer's name)" to which you and anyone else who works on the question should record time. Having created the project, you need not reidentify the question or the officer in the narrative part of the time entry.

Projects should not be created under the various "General" matters within the Morgan Guaranty and Morgan Stanley retainer series. These matters are only to be used to record small amounts of time which cannot be allocated to an existing matter, are of insufficient size to warrant creating a new client-matter and are generally not ongoing in nature.

It is particularly important when working on an assignment that is charged to the "General" matter of a client to (a) use consistently an appropriate description of the assignment that incorporates the officer's name (which can be achieved through the use of a project) and (b) give an informative description of the work ("conference with JH Smith re draft agreements and press release" rather than just "conference with JH Smith").

Consulting Colleagues at Davis Polk

When requesting advice from others in the office, you should be sure the advising person is charging his or her time to the correct matter number and, if required, project.

Time Reports

Whenever you or your administrative assistant enters a batch of time, a draft report (the "101 Report") should be printed and checked for accuracy. Any corrections should be made promptly before you send the batch of time to the Client Accounting System. Batches that you do not send during the day, will automatically be sent at midnight. When the batch is sent, a final 101 Report is printed automatically. If additional corrections need to be made to the narrative or projects, you or your administrative assistant can make them. Other corrections should be marked on a copy of the 101 Report and sent to Client Accounting Services.

Late Time

Under the Firm policy stated above, time reports are defined as "late" if not entered into the Client Accounting System by the end of the business day following the day on which the work was done. The Accounting Department will remind you and your administrative assistant of time that appears to be late.

You should make arrangements with your administrative assistant (or another administrative assistant in the ringing group) so that your time is entered on a daily basis even when you are out of the office on business or otherwise.

Nonbillable Numbers

For a list of nonbillable numbers, see Nonbillable Numbers.

ABA/UTBMS Codes – Litigation

Case Assessment, Development and Administration

L110 Fact Investigation/Development

L120 Analysis/Strategy

L130 Experts/Consultants

L140 Document/File Management

L150 Budgeting

L160 Settlement/Nonbinding ADR

L190 Other Case Assessment, Development and Administration

Pre-Trial Pleadings and Motions

L210 Pleadings

L220 Preliminary Injunctions/Provisional Remedies

L230 Court-Mandated Conferences

L240 Dispositive Motions

L250 Other Written Motions and Submissions

L260 Class Action Certification and Notice

Discovery

L310 Written Discovery

L320 Document Production

L330 Depositions

L340 Expert Discovery

L350 Discovery Motions

L390 Other Discovery

Trial Preparation and Trial

L410 Fact Witnesses

L420 Expert Witnesses

L430 Written Motions and Submissions

L440 Other Trial Preparation and Support

L450 Trial and Hearing Attendance

L460 Posttrial Motions and Submissions

L470 Enforcement

Appeal

L510 Appellate Motions and Submissions

L520 Appellate Briefs

L530 Oral Argument

This policy is part of the **Lawyers' Handbook**.

1.48 Travel Policy and Travel Expense Reporting for Attorneys

- Air Travel
- Temporary Office Assignments
- Out-of-Town Per Diem Travel Expenses
- Home Leave and Relocation Travel
- Car Rental
- Expense Reporting
- Travel Practices By Office Location
- Personal Travel Planning
- International Per Diem Rate Table by City
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Air Travel

Client Business. When *traveling on client business*, the mode of travel should be consistent with the client's guidelines and expectations. Many of our clients have their own policies governing air travel, and we should be careful to travel on a basis consistent with those policies.

Non-Billable. As a general rule, when *traveling on Firm business* you should fly coach, including transcontinental trips unless there are special or unusual circumstances where business class would be appropriate and authorization is obtained. If you are traveling on Firm business and wish to upgrade from coach to business class using personal frequent flyer miles, please feel free to do so. You will need to call the airline directly to arrange this since the airlines require personal information (PIN, password, account balance) in order to process the upgrade request. Please review the chart below to assist you in complying with the non-billable air travel policy when traveling between frequent city pairs.

When attending a Firm function, such as a training seminar, and travelling from Europe or Menlo Park to New York, you should fly coach and strive to book your tickets at least seven days in advance.

		Non-Billable Air Travel								
		Traveling From								
		New York	Menlo Park	Washington	São Paulo	London	Paris	Madrid	Tokyo	B
Traveling To	New York		C	C	C1	C1	C1	C1	B	
	Menlo Park	C		C	B	B	B	B	B	
	Washington	C	C		C1	C1	C1	C1	B	
	São Paulo	C1	B	C1		B	B	B	B	
	London	C1	B	C1	B		C	C	B	
	Paris	C1	B	C1	B	C		C	B	
	Madrid	C1	B	C1	B	C	C		B	
	Tokyo	B	B	B	B	B	B	B		
	Beijing	B	B	B	B	B	B	B	B	
	Hong Kong	B	B	B	B	B	B	B	B	

Class of Service: (B) – Business (C) – Coach (C1) – If you will be working in the office on the day of your arrival, you may tr

General Practices. All Firm and client business travel should be booked through the New York Travel Department or your local office administration team. The New York Travel Department operates Monday through Friday from 9:00 A.M. ET until 6:00 P.M. ET and can assist with arranging North American or Worldwide travel. However, you may find it more convenient to work with your local office administration team to organize travel arrangements. While emergency situations may arise which cause travel arrangements to be made outside of your office's Travel Department or administration team, these situations should be the exception. The Firm has negotiated rates with air carriers and hotels that provide substantial discounts. These discounts, which are consistent with Firm and client expense expectations, are based on volume and/or segments booked so travel arranged outside of your office's Travel Department or administration team will not benefit from the favorable rates we receive. However, if a client has special rates, arrangements should be made through the client's office, if possible.

If you have not used tickets that have been issued to you, you must notify the Travel Department or your local office administration team so they can obtain credit for the tickets.

Temporary Office Assignments

Refer to the Associate and Counsel Compensation Policy for U.S. Based Lawyers on International Assignment to obtain travel information concerning home leave or relocation to or from non-home offices.

Please speak with Human Resources prior to the start of any short-term assignment in one of the Firms' offices for details regarding housing and cost of living allowances. "Short-term" assignments are those of less than 1-year duration.

Out-of-Town Per Diem Travel Expenses

When traveling on behalf of a client, economy should be practiced. To assist in determining appropriate and reasonable charges, the Firm has developed and regularly updates per diem expense guidelines for client and Firm out-of-town travel for domestic and international destinations. The amounts indicated are intended to be used as a guideline only and should be helpful for you in determining reasonable expenses for a particular location. If a client has a guideline for expenses, the client's policy should be followed.

Home Leave and Relocation Travel

Please refer to the Associate and Counsel Compensation Policy for U.S. Based Lawyers on International Assignment to obtain travel information concerning home leave or relocation to or from our different offices.

Car Rentals

Due to negotiated rates, car rentals should be booked through your local DPW Travel Department or office administration team. The Travel Department can locate the lowest available rental rate before further deducting the ABA discount. The standard is a mid-sized car. Travel Counselors will do their best to accommodate rental agency preferences, provided the pricing is competitive with the best rates available.

Expense Reporting

If a lawyer takes a cash advance to travel either for Firm or Client related business, the cash advance is not charged to the Firm or to the Client. It is charged to the employee's **Business Cash Advance Account**. The lawyer will have 60 days in which he or she can electronically submit an expense report to apply the cash advance. If the expense report is not submitted within 60 days, the cash advance charge will be transferred to the lawyer's personal account and subsequently deducted from his or her next paycheck. Please remember, Firm policy states that receipts are required for all expenses regardless of the amount. Here is an overview of the the Expense Reporting System.

Travel Practices By Office Location

Asian Offices Travel Practices

Air travel. As a general rule and except as provided below, it is customary to travel business class when traveling on client business within Asia, or to or from Asian destinations, unless there are special or unusual circumstances where other classes would be appropriate. If requested to do so by a client, while on client business lawyers should travel on a basis consistent with any specific policies which the client may have governing air travel and otherwise in a manner consistent with the client's guidelines and expectations. When traveling on Firm business, lawyers should consult with a partner as to the appropriate class.

Travel to and from the airport. For travel to and from the Hong Kong or Beijing airports, lawyers may use a local car service with which the Firm has negotiated a significant volume discount - please check with your assistant, the accounts administrator or the office administrator for details and to arrange transportation to and from the airport. For travel to and from the Tokyo (Narita) airport, lawyers should use the Narita Express train or the airport "limousine bus" service - reimbursement for taxis or other forms of transportation to and from Narita is generally not available.

Hotels. The Firm has special arrangements with a number of hotels in most major Asian cities and receives preferred corporate rates, priority booking and other discounts and benefits. Please check with a secretary, the accounts administrator or the office manager for details and to make reservations.

South American Office Travel Practices

Air Travel. For flights to and from South America from/to all DPW offices, business class may be booked due to the duration of the flight.

Travel to and From the airport. For travel to and from the São Paulo airport, lawyers typically use a reputable local car service. Please check with the office administrator for details and to arrange transportation to and from the airport.

Hotels. For a list of recommended hotels in Brazil, contact the São Paulo office administrator or the New York Travel Department.

European Offices Travel Practices

Air Travel. For flights from New York or Washington D.C. to Europe or from Europe to New York or Washington D.C., you may fly business class if you will be working in the office on the day of your arrival; otherwise, coach should be booked on non-billable flights to/from Europe and New York. For flights to Europe from the West Coast, or to the West Coast from Europe, business class can be booked due to the duration of the flight. For flights from Europe to or from all other office locations, business class may be booked.

Travel to and from the airport. For travel to and from the London's airports, there are several options available, including Dial-a-Cab, Addison Lee, and Fast Track Travel. Dial-a-Cab is the standard black taxi. Addison Lee is a taxi service with flat rates, and Fast Track Travel is a private hire car service. Rates are about the same for all with Dial-A-Cab being the most expensive. Travelers can also take the Heathrow Express train and then take a taxi. To arrange transportation to and from the airport please check with the office administrator. Lawyers traveling to the Paris office generally use a standard taxi, or may choose to ride the tube. Going to the airport from the Paris office G7 Club affaires is the preferred transport. Contact the office administrator to arrange transportation.

Hotels. For a list of recommended hotels in Europe, contact the DPW office administrator in the city closest to your travel destination or the New York Travel Department.

Menlo Park Office Travel Practices

Air Travel. For flights from Menlo Park to New York or Menlo Park to Washington, D.C., coach should be booked unless the traveler will be working in the office on the day of arrival. Flights from Menlo Park to all other offices may be booked in Business due to the duration of the flight.

Travel to and from the airport. For travel to and from the airport lawyers have several options including, using one of the car services the Firm has accounts with Carey Car Service or Classic Car Service, or taxi service with Stanford Yellow Cab. Please check with the office administrator for details or to arrange transportation to and from the airport. Please note car service needs to be reserved in advance.

Hotels. For a list of recommended hotels in Menlo Park, contact the Menlo office administrator or the New York Travel Department.

Madrid Office Travel Practices

Air Travel. Flights from Madrid to our New York or Washington, D.C. office should be booked in coach unless the traveler will be working in the office on the day of arrival, in which case business class may be booked. Flights to Menlo Park, Brazil and all Asian offices may be booked in business class due to the duration of the flight. For flights to and from London or Paris, coach should be booked.

Travel to and from the airport. For travel to and from the airport lawyers typically use a public taxi.

Hotels. For a list of recommended hotels in Madrid, contact the Madrid office administrator or the New York Travel Department.

Washington, D.C. Office Travel Practices

Air Travel. Flights from Washington, D.C. to our New York, Menlo Park or European offices should be booked in coach unless the traveler will be working in the office on the day of arrival. Flights from Washington, D.C. to all other DPW offices may be booked in business class due to the duration of the flight.

Travel to and from the airport. For travel to and from D.C. area airports lawyers typically use one of several providers including, Sunny's, Capitol Livery and Arlington Red Top sedan. Additionally, public taxis are readily available and generally reliable.

Hotels. For a list of recommended hotels in the Washington, D.C. area, contact the D.C. Office Administrator, or the New York Travel Department.

Personal Travel Planning

Most personal travel requests are referred to Carlson Wagonlit's Leisure Travel specialists at 1-800-811-8996, or by visiting their website at www.se.navigantvacations.com. Our travel counselors can assist with quick air, hotel, rail or car reservations, however, please understand their first priority is client and firm-related travel. Please be advised that there will be a transaction fee charged when booking travel through the travel agency.

Per Diem Expense Guidelines - International

The per diem figures provided below are not exact and are intended to be

used by travelers as a guide. They include hotel accommodations, laundry, meals and personal phone calls. They do not include car rentals.

City	Country	Amount (\$US)
Abu Dhabi	United Arab Emirates	372
Adelaide	Australia	233
Agana	Guam	371
Amman	Jordan	306
Amsterdam	Netherlands	501
Athens	Greece	473
Auckland	New Zealand	186
Bangkok	Thailand	326
Beijing	China	364
Berlin	Germany	475
Birmingham	England	308
Bogota	Columbia	249
Bombay	India	394
Brussels	Belgium	375
Budapest	Hungary	259
Buenos Aires	Argentina	308
Cairo	Egypt	263
Calgary AB	Canada	225
Cape Town	South Africa	183
Caracas	Venezuela	354
Cologne	Germany	302
Copenhagen	Denmark	471
Dubai	United Arab Emirates	569
Dublin	Ireland	378
Edinburgh	Scotland	380
Edmonton AB	Canada	190
Frankfurt	Germany	323
Geneva	Switzerland	594

Halifax NS	Canada	201
Hamburg	Germany	412
Hamilton	Canada	209
Helsinki	Finland	379
Ho Chi Minh City	Vietnam	274
Hong Kong	Hong Kong	530
Istanbul	Turkey	470
Jakarta	Indonesia	185
Jeddah	Saudi Arabia	289
Jerusalem	Israel	355
Johannesburg	South Africa	141
Kuala Lumpur	Malaysia	226
Leeds	United Kingdom	270
London	Canada	181
London	England	751
Luxembourg	Luxembourg	375
Madrid	Spain	473
Manchester	England	319
Melbourne	Australia	347
Mexico City	Mexico	291
Milan	Italy	767
Monterrey	Mexico	187
Montreal PQ	Canada	285
Moscow	Russia	831
Munich	Germany	447
National Average	Canada	288
New Delhi	India	417
Nice	France	605
Osaka	Japan	382
Oslo	Norway	381
Ottawa On	Canada	284
Paris	France	1205
Perth	Australia	286

Prague	Czech Republic	391
Quebec PQ	Canada	217
Rio de Janiero	Brazil	428
Riyadh	Saudi Arabia	366
Rome	Italy	697
San Juan Puerto Rico	United States	374
Santiago	Chile	246
São Paulo	Brazil	266
Seoul	South Korea	338
Shanghai	China	393
Singapore	Singapore	379
Stockholm	Sweden	352
Stuttgart	Germany	292
Sydney	Australia	354
Taipei	Taiwan	320
Tel Aviv	Israel	443
The Hague	Netherlands	322
Tokyo	Japan	462
Toronto On	Canada	309
Vancouver BC	Canada	297
Victoria	Canada	173
Vienna	Austria	419
Winnipeg MB	Canada	186
Zürich	Switzerland	511

Per Diem Expense Guidelines - United States

The per diem figures provided below are not exact and are intended to be used by travelers as a guide. They include hotel accommodations, laundry, meals and personal phone calls. They do not include car rentals.

City	State	Amount (\$US)
Akron	Ohio	175
Albany	New York	214
Albuquerque	New Mexico	204

Allentown/Bethlehem	Pennsylvania	173
Anaheim/Orange County	California	386
Anchorage	Alaska	242
Ann Arbor	Michigan	241
Atlanta	Georgia	291
Austin	Texas	322
Baltimore	Maryland	314
Baton Rouge	Louisiana	211
Billings	Montana	158
Biloxi/Gulfport	Mississippi	165
Birmingham	Alabama	225
Boise	Idaho	182
Boston/Cambridge	Massachusetts	384
Buffalo/Niagara Falls	New York	208
Burlington	Vermont	233
Charleston	South Carolina	252
Charleston	West Virginia	148
Charlotte	North Carolina	263
Chicago	Illinois	391
Cincinnati	Ohio	216
Cleveland	Ohio	258
Columbia	South Carolina	189
Colorado Springs	Colorado	185
Columbus	Ohio	210
Corpus Christi	Texas	200
Dallas	Texas	266
Dayton	Ohio	182
Denver	Colorado	266
Des Moines	Iowa	189
Detroit/Dearborn	Michigan	258
Durham/Chapel Hill	North Carolina	211
El Paso	Texas	202
Erie	Pennsylvania	163

Fargo	North Dakota	168
Fort Lauderdale	Florida	335
Fort Worth	Texas	258
Fresno	California	190
Grand Rapids	Michigan	177
Green Bay	Wisconsin	154
Greensboro	North Carolina	208
Greenville/Spartanburg	South Carolina	176
Harrisburg	Pennsylvania	192
Hartford	Connecticut	224
Honolulu	Hawaii	359
Houston	Texas	285
Indianapolis	Indiana	231
Jackson	Mississippi	177
Jacksonville	Florida	274
Kansas City	Missouri	244
Knoxville/Oak Ridge	Tennessee	189
Las Vegas	Nevada	301
Lexington	Kentucky	213
Little Rock	Arkansas	198
Los Angeles	California	381
Louisville	Kentucky	223
Madison	Wisconsin	205
Manchester	New Hampshire	210
Memphis	Tennessee	208
Miami	Florida	415
Milwaukee	Wisconsin	199
Minneapolis	Minnesota	267
Mobile	Alabama	245
Nashville	Tennessee	275
New Haven	Connecticut	220
New Orleans	Louisiana	285
New York - Manhattan	New York	699

Newark	New Jersey	251
Norfolk	Virginia	194
Oakland/Berkeley	California	237
Oklahoma City	Oklahoma	191
Omaha	Nebraska	212
Orlando	Florida	316
Peoria	Illinois	192
Philadelphia	Pennsylvania	347
Phoenix	Arizona	279
Pittsburgh	Pennsylvania	267
Portland	Maine	214
Portland	Oregon	219
Providence	Rhode Island	227
Raleigh	North Carolina	215
Richmond	Virginia	207
Riverside/San Bernadino	California	201
Rochester	New York	205
Sacramento	California	226
Saint Louis	Missouri	242
Saint Paul	Minnesota	252
Salt Lake City	Utah	221
San Antonio	Texas	326
San Diego	California	321
San Francisco	California	396
San Jose/Silicon Valley	California	289
Santa Barbara	California	271
Scottsdale	Arizona	425
Scranton/Wilkes-Barre	Pennsylvania	177
Seattle	Washington	335
Shreveport	Louisiana	174
Sioux Falls	South Dakota	154
Spokane	Washington	189
Springfield	Massachusetts	183

Syracuse	New York	213
Tampa	Florida	286
Toledo	Ohio	163
Trenton	New Jersey	240
Tucson	Arizona	226
Tulsa	Oklahoma	176
Washington	D.C.	407
West Palm Beach/Boca Raton	Florida	484
Wichita	Kansas	199
Wilmington	Delaware	224

This policy is part of the **Lawyers' Handbook**.

1.49 Two-Partner Policy

The firm's "two-partner" policy applies to

- opinions,
- engagement letters,
- legal investigation ("due diligence") reports, together with any related reliance or non-reliance letters, and
- certain conflict waivers.

As described more particularly below, the policy requires the advance concurrence of a second partner. Individual groups may adopt additional procedures.

Opinions

Any opinion is to be reviewed by a second partner who is substantively knowledgeable and has been sufficiently briefed on the relevant facts and any unusual or particular legal issues involved. The second partner should be provided with a draft of the opinion (marked to show any substantive variation from our standard form or customary opinion of the same type) and be given an opportunity to discuss with the responsible partner the factual investigation, procedures and legal analysis supporting the opinion.

The second partner is to review the draft opinion and satisfy himself or herself that he or she would be comfortable in giving the opinion based on the second partner's understanding from the responsible partner of the factual investigation, procedures and legal analysis underlying the opinion; however, the second partner is not expected to duplicate the work of the responsible partner. Both partners are expected to consult more broadly if the legal or factual issues involved so warrant.

The partner responsible for delivering the opinion is also responsible for seeing that the second partner's concurrence is appropriately memorialized, by initialing a copy of the opinion sent to the record center or by email, for example.

Individual practice areas and offices may adopt additional procedures or may designate particular partners to perform the second partner review function.

Engagement Letters, Legal Investigation Reports and Reliance/Non-reliance Letters

These are also subject to the second partner concurrence requirement. As in the case of opinions, the second partner should be informed of the relevant background and issues, and is to review a copy of the proposed document, marked to show changes from the DPW standard or customary form.

In the case of legal investigation reports, the second partner is not expected to review the factual or legal summaries (except where these involve sensitive or difficult issues, which the responsible partner is to specifically identify to the second partner) but is expected to review the description of the investigation scope and procedures and the disclaimers to be included in the report. If financing sources or other parties seek to receive a report (on a non-reliance basis) or rely on a report, the form of reliance or non-reliance letter is subject to the same second-partner review procedure.

Note that if fee arrangements in an engagement letter would diverge from the relevant practice group norm, the approval of the practice group coordinator, a member of the Management Committee or another partner in the group authorized to approve fee arrangements is required. If available, any of these individuals can additionally function as the second partner for purposes of this policy.

Memorialization of the second partner's concurrence is to be handled in the same way as in the case of an opinion.

Individual practice areas and offices may adopt additional procedures or may designate particular partners to perform the second partner review function.

Certain Conflict Waivers

Conflict waivers which involve novel or complex issues or are otherwise sensitive are to be reviewed by a second partner; where especially sensitive issues are involved, the general counsel or a member of the Management Committee should also be consulted. The second partner's concurrence should be memorialized in a manner similar to that for opinions.

General Procedures

Responsible partners should plan ahead to be sure that the second partner is identified and briefed in a sufficiently timely manner that delivery of the reviewed and approved documents is not delayed.

The general counsel, when it is appropriate, can perform the role of the second partner with respect to engagement letters and conflict waivers.

See also: Principles-based Guidelines for Second Partner Review

This policy is part of the **Lawyers' Handbook**.

1.50 Use of Firm Letterhead; Email Signatures

Generally, Firm letterhead should be used only by members of the bar in connection with Firm legal matters. Persons not yet admitted to practice, as well as summer associates, should designate their name with "Law Clerk." When letterhead is used by persons who are not members of the legal staff, their signatures should be followed by a phrase clearly indicating that they are not Davis Polk lawyers (e.g., "Legal Assistant" or "Document Analyst"). It may not be used for personal correspondence or in connection with non-Firm business.

Whether Firm letterhead is appropriate for pro bono matters is determined on a case-by-case basis by the responsible partner or a member of the Pro Bono Committee. Firm Letterhead may not be used for any other purposes without approval by the Management Committee.

Lawyers who are not admitted to active practice as required in their jurisdictions may sign correspondence on Firm letterhead or distribute business cards only if the correspondence or cards clearly indicate that such lawyers are not admitted in the applicable jurisdiction.

Since email messages are an integral part of business communications, the same guidelines apply for those who are not yet admitted to the bar, or for general staff to include their title in any email message sent in connection with Firm or client work.

- See also, policy on Computer and Telecommunications Usage and Security.

This policy is part of the **Lawyers' Handbook**.

1.51 Vacation

Each associate is entitled to four weeks vacation in each full calendar year. One week of vacation is accrued per calendar quarter, provided that the associate is employed by the Firm and on active status (not on an unpaid leave) for two full calendar months during the quarter.

When their compensation class is five years out of law school, associates are entitled to five weeks vacation (an extra one and one quarter days accruing in each calendar quarter) effective at the start of the following calendar year. After five years as counsel, each counsel is entitled to six weeks vacation (accruing quarterly as described above) effective at the start of the following calendar year.

Vacation continues to accrue during a disability and/or paid leave. No vacation is accrued during a period of unpaid leave. It is acceptable to "borrow ahead" up to five days of unaccrued vacation without seeking partner approval, but vacation time should be limited to four weeks (five weeks for those of relevant seniority) in any given calendar year.

If it is not possible to take part of your vacation during any year, you may carry over a maximum of five days of unused vacation. You should arrange to take those days by March 31 of the following year. If, due to work constraints or other special circumstances, you are unable to take those days carried over from the prior year before March 31, you must receive approval in advance from the coordinator of your practice group (or, if you are a corporate associate currently rotating, please speak to Associate Development.) An associate leaving the Firm may receive salary credit for accrued vacation not taken during the year of his or her departure, but is not entitled to credit for vacation time accrued or carried over from any previous years.

Vacation schedules should be cleared in advance with assignment coordinators or practice coordinators, as well as the lawyers with whom you are working. When structuring vacations be mindful of your group's or

department's vacation preferences (i.e. vacations in week long blocks are easier to accommodate than long weekends).

Before leaving for vacation, you must be sure that your contact information has been updated in our 411 program, including a telephone number and address where you can be reached and, if you will be in several places, the dates and information for each. If the information to be made available to outside callers should be restricted, e.g., given only to specific clients, the contact file should so indicate.

Note that associates are eligible for "floating holidays" (see Holiday Schedule under Shortcuts on the DP&W Intranet). Floating holidays cannot be carried over and unused floating holidays are not paid upon departure.

This policy is part of the **Lawyers' Handbook**.

1.52 Vacation

Each associate in the Menlo Park office is entitled to 20 days of vacation for each year of active service or 1.67 days per month. Active service commences with an associate's first day of employment and continues thereafter unless broken by an absence without pay or termination of employment.

When their compensation class is five years out of law school, associates at the Firm are entitled to 25 days of vacation effective at the start of the following calendar year, which shall accrue at the rate of 2.08 days per month.

After five years of service as counsel at the Firm, each counsel will be entitled to 30 days of vacation effective at the start of the following calendar year, which shall accrue at the rate of 2.5 days per month.

Vacation will accrue to a maximum of two times the annual accrual rate. Once this level of vacation is accrued and the associate/counsel does not use any vacation, vacation no longer accrues until the associate/counsel takes some of the previously accrued vacation. The associate/counsel will not be retroactively granted vacation that would have been earned during the time the vacation was capped and not used.

You are expected to schedule and use vacation time regularly in order to maintain accrual balances below the capped level. Exceptions to the accrual cap policy may be granted by the office managing partner, only in exceptional circumstances which prevent the associate/counsel from scheduling and using accrued vacation. We encourage you to use your vacation time during the year in which it accrues.

Vacation schedules should be cleared in advance with the staffing partner as well as the lawyers with whom you are working.

Before leaving for vacation, you must be sure that your contact information has been updated in our 411 program, including a telephone number and address where you can be reached and, if you will be in several places, the dates and information for each. If the information to be made available to outside callers should be restricted, e.g., given only to specific clients, the contact file should so indicate.

This policy is part of the **Lawyers' Handbook**.

1.53 Vendors — Financial Interests in Vendors; Gifts and Gratuities; Solicitation of Contributions

Davis Polk partners and employees may not solicit charitable contributions or gifts of any sort from individuals or companies that provide Davis Polk with goods or services. If you or any member of your immediate family has a financial interest in, or is employed by, or performs any services for, any company that provides any service to the Firm or which may be engaged in connection with a client-related project (including document management, court reporting, or litigation support services), you must advise the Management Committee or the Executive Directors.

Printers of briefs and records, financial printers, court reporters, temporary employment agencies, as well as other regular vendors have been asked to instruct their sales representatives not to provide gifts or offer free tickets or invitations to sporting or other events to our legal or general staff. As you know, in many instances our clients, or their clients, pay the cost for these services and goods. These costs can be very substantial and sometimes require explanation. To avoid any potential embarrassment or appearance of nonobjectivity, you should not accept presents or gifts other than inexpensive mementos such as pens, caps, cups, calendars and other similar items of nominal value.

This policy is part of the **UK Solicitors' Handbook**.
 This policy is part of the **Beijing General Staff Handbook**.
 This policy is part of the **General Staff Handbook**.
 This policy is part of the **Hong Kong General Staff Handbook**.
 This policy is part of the **Hong Kong Lawyers' Handbook**.
 This policy is part of the **Madrid General Staff Handbook**.
 This policy is part of the **Northern California General Staff Handbook**.
 This policy is part of the **Northern California Lawyers' Handbook**.
 This policy is part of the **Paris General Staff Handbook**.
 This policy is part of the **Paris Lawyers' Handbook**.
 This policy is part of the **Supervisors' Handbook**.
 This policy is part of the **São Paulo General Staff Handbook**.
 This policy is part of the **Tokyo General Staff Handbook**.
 This policy is part of the **Washington, D.C. General Staff Handbook**.
 This policy is part of the **Lawyers' Handbook**.
 This policy is part of the **London General Staff Handbook**.
 This policy is part of the **Partners' Handbook**.
 This policy is part of the **Beijing Lawyers' Handbook - DRAFT**.

1.54 Writing Books, Papers and Articles

In general, the Firm encourages its attorneys to contribute to the public dialogue about legal and other issues by writing books, papers, articles or other pieces on topics of their choosing. On the other hand, lawyers at the Firm must be sensitive to the fact that writings on certain legal, business and other issues may, directly or indirectly, affect the interests of the Firm's clients or the firm. Given this need for sensitivity, lawyers who are considering whether to publish a book, paper, article or other writing that may be relevant to the business interests of the Firm, its clients or its vendors must first get permission of their Practice Group Coordinator or the Management Committee. Regardless of the nature of the writing, advance permission must also be obtained if the author is to be identified as someone affiliated with the Firm.

This policy is part of the **UK Solicitors' Handbook**.
 This policy is part of the **Beijing General Staff Handbook**.
 This policy is part of the **General Staff Handbook**.
 This policy is part of the **Hong Kong General Staff Handbook**.
 This policy is part of the **Hong Kong Lawyers' Handbook**.
 This policy is part of the **Madrid General Staff Handbook**.
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 This policy is part of the **London General Staff Handbook**.
 This policy is part of the **Partners' Handbook**.
 This policy is part of the **Beijing Lawyers' Handbook - DRAFT**.

2 PROCEDURES AND INFORMATION

2.1 Associates Committee

The Associates Committee, composed of partners and a rotating group of associates, provides a forum for discussion of issues such as congeniality of our work environment and professional development, training and evaluation. The Committee also is one of the places, in addition to the Diversity Committee, where members may discuss issues relating to the Firm's policy against discrimination and sexual harassment and ways to heighten the sensitivity of all DPW personnel. The Committee welcomes suggestions of issues or concerns that should be addressed by the Committee.

If you have any suggestions, please feel free to discuss them with any member of the associates committee, or alternatively you may submit your suggestions anonymously by clicking the link to the suggestion box below.

Suggestion Box

Note: This procedure does not apply to UK Trainee Solicitors.

This policy is part of the **Lawyers' Handbook**.

2.2 Charitable Contributions/Law School Matching Gift Program

Davis Polk offers a matching gift program under which it will match gifts donated by associates and counsel to law schools selected by them in amounts up to \$350 per year, per lawyer. Lawyers making gifts should deliver gift acknowledgements, or proof of gift to Rose DeStefano in the Recruiting Department for processing. The firm does not match other charitable contributions other than the law school program described.

This policy is part of the **Lawyers' Handbook**.

2.3 Contact

A place to record your contact information is available within the 411 program. This information will keep Davis Polk personnel informed as to the whereabouts of both legal and general staff. Contact information must be updated using the 411 program whenever one arrives in the office, leaves for the day or is going to be away for any reason. Administrative assistants are responsible for updating their principals' contact information. When a lawyer is on vacation, the contact information should indicate to whom matters should be referred as well as a telephone number to contact the lawyer while on vacation. It is not recommended to refer a client to an administrative assistant in order to obtain this information.

Lawyers must ensure appropriate information has been given to their administrative assistants so that they can keep the contact information up-to-date. All nonlegal staff are also expected to keep their own contact information up-to-date. Any lawyer, administrative assistant or legal assistant who needs help on how to

update their contact information or use the 411 program should call the Administrative Assistant Supervisor, IT Coordinator or Computer Support.

This policy is part of the **Lawyers' Handbook**.

2.4 Departure Procedures

Please let the Associate Development Department know promptly if you have decided to leave the Firm. You must meet with Associate Development before you leave for an exit interview and in order to review a checklist of departure procedures. The checklist addresses, among other things, important issues including the reassignment of outstanding projects on which you are working and the forwarding of any electronic or paper documents you may have that are subject to a preservation notice. You will receive a departure checklist soon after giving notice. You are required to return a signed copy of the checklist to Human Resources, Rm. 1017, prior to your departure from the firm.

Lawyers looking for new employment need to be mindful of the ethical issues that may arise when interviewing with and/or receiving a job offer from another law firm which is involved in a matter on which the lawyer is working. Although the issue is most acute if the other law firm is representing an adversary in litigation, the issue can also arise in connection with transactional or advisory work. The ethics issue results from the possibility that the lawyer's independent judgment and zealous representation of our client might be materially limited by his/her employment negotiations with another law firm involved in the matter.

Although the specific response can depend on the lawyer's seniority and his/her responsibility on the case, the first important step is that the lawyer inform a supervising lawyer if he/she is going to have an interview with another law firm involved in a matter. We recognize that there may be a reluctance by lawyers to do this, especially if they have not firmly decided to leave DPW. Nonetheless, because of potential ethical complications if the process goes on too long before a supervisor learns what is happening (e.g., an associate with an offer from an adversary law firm continues to work on a case at DPW without informing a supervising lawyer), lawyers need to let a supervisor or member of the Management Committee know of this type of situation.

Once the lawyer has communicated this information, the appropriate response is a function of the specific circumstances. Appropriate steps may include notification of the current client on whose matter the attorney is working and notification of the prospective employer so that, respectively, consent can be obtained and a firewall erected. But the key is that the matter get attention at least by the time that the lawyer is seriously considering accepting a position with another firm.

You will not have access to your e-mail account after you leave the Firm. You are encouraged to activate either a standard departure message or create a customized message which includes a forwarding e-mail address and/or a contact at Davis Polk. To activate your departure message, go to the Vacation/Departure tab in our 411 program. Your departure message will remain active for one month after your last day with the Firm. After one month your account is deleted from the system and senders will receive bounce back messages.

Only items that are the personal property of the lawyer may be removed from the premises. These items may include personal books, files, artwork and desk accessories. Please contact Computer Support (x4-4040) to make a copy of any personal computer files or e-mail you may wish to take with you. These files will be deleted after you leave the Firm unless they are subject to a preservation notice. As stated in the Firm's confidentiality policy, DPW files, work-related correspondence, documents, bound volumes, training materials and standard forms, whether on paper or in electronic form, are the property of the Firm and may

not be copied or removed from the office unless specific permission is obtained from the Management Committee or the appropriate Practice Coordinator. If you have any documents, emails or other materials subject to a preservation notice, you **must** forward these materials to the Record Center with a label identifying the client/matter to which those materials relate and stating that the materials should not be destroyed. **You must not remove or destroy any materials subject to a preservation notice.** Please contact Danielle McPartland, Record Center Manager (4-5431) if you have any questions.

See also Record Retention Policy and Departure Checklist

2.5 Intra-Office Communications

dpw.misc

If you would like to share information on a nonbusiness activity (e.g., a concert being given) or would like to buy or sell an item that might be of interest to others at the Firm, the "dpw.misc" email group is available for communicating such information. For instructions on using "dpw.misc" and other mail lists, click [here](#) or send an email message addressed to "dpw.forum" with the word "help" in the body of the message.

Email Addresses

Group electronic mail ("email") addresses have been set up for lawyers, paralegals, and staff in each of the departments, practice groups and various offices. These email groups are created automatically from the Firm's personnel database, PIN. For example, if a lawyer is transferred to the Hong Kong office, that lawyer's username will automatically be included in both the "all.lawyers.hk", "all.lawyers.asia", and "all.dpw.asia" email groups, once the PIN database has been updated. A listing of these email groups is available on the DP&W Intranet. Other manually maintained email groups are not included in this list.

This policy is part of the **Lawyers' Handbook**.

2.6 Non-Billable Numbers

The following is a list of non-billable numbers:

Office General Client/Matter Numbers	
98000/100	Business Development
98000/200	Practice Resources
98000/201	CLE
98000/250	Training (non-CLE)
98000/251	Associate Mentoring Program
98000/300	Pro Bono
98000/400	Non-Billable Client Work (NBCW)
98000/500	Administration
98000/550	Recruiting
98000/551	Recruiting - Menlo Park

98000/560	Summer Associates' Program
98000/600	Professional Activities
98000/650	Sports Teams
98000/700	Civic and Charitable
98000/800	Miscellaneous
98000/850	Trusts and Estates
98000/900	Personal Time

Foreign Office Relocation Numbers	
93000/xxx	London
93050/xxx	Madrid
93100/xxx	Paris
93300/xxx	Tokyo
93400/xxx	Hong Kong
93500/xxx	Menlo Park
93600/xxx	New York
93650/xxx	Beijing
93700/xxx	SÃ£o Paulo
93900/xxx	London Temp. Assignment
93910/xxx	Paris Temp. Assignment
93930/xxx	Tokyo Temp. Assignment
93940/xxx	Hong Kong Temp. Assignment
93651/xxx	Beijing Temp. Assignment
93950/xxx	Menlo Park Temp. Assignment
<i>(or any number in the 93xxx/xxx series)</i>	

Business Development

98000/100

Client coverage and development and other marketing-related activities.

Projects	
Client Development	Maintenance and development of client relationships, including "beauty contests" and general meetings/presentations with or entertainment of clients or prospects.
Other	Other marketing-related activities, including

Marketing Activities	preparation of marketing materials, practice descriptions, deal lists, memoranda for distribution to clients, speaking at business, corporate or client industry conferences, outbound referrals to clients or other firms and contacts with the media.
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Practice Resources

98000/200

Development of new practice areas or products, training of lawyers and legal assistants and development of standard forms, practice systems, etc.

Projects	
New Practice/Product Development	Development of new practice areas and new products.
Training and Professional Development	Training and professional development of lawyers and legal assistants; activities of the Lawyers' Training and/or Practice Resources Committee.
Forms, Procedures and Precedents	Development of standard forms, procedures and checklists and precedent files or databases.

CLE

98000/201

Attendance at internal Continuing Legal Education ("CLE") and Continued Professional Development ("CPD") training seminars or external CLE and CPD seminars such as Practising Law Institute ("PLI"), the National Institute for Trial Advocacy ("NITA"), American Law Institute / American Bar Association ("ALI/ABA").

Training

98000/250

Attendance at non-CLE training programs or classes (such as orientation and foreign language lessons). Applicable *administrative expenses* such as lawyer travel to training programs (Lawyering 101, 301 & 501) should be changed to this number.

Associate Mentoring Program

98000/251

Time spent by partners and associates in connection with the formal, assigned, mentor program. This includes time spent during mentor/mentee meetings, expenses related to meals and entertainment, and time spent attending program events. Mentoring of associates outside of the formal program should be billed to 98000/800. Mentoring of summer associates should be billed to 98000/560.

Pro Bono

98000/300

All significant pro bono matters are assigned specific client / matter numbers. The pro bono general number should be used only for oversight of the pro bono program (including activities of the Pro Bono Committee) and for matters that are not assigned their own numbers.

Nonbillable Client Work (NBCW)

98000/400

Real estate, trusts and estates, litigation and other legal work for DP&W personnel, client officers and friends of the Firm not assigned specific client matter numbers. In addition, please use the project "Client Bill Preparation" under 98000/400 for time spent preparing bills for clients. This includes but is not limited to time spent on the following: drafting a bill description; reviewing and revising a bill; reviewing time narrative and/or expense detail; internal meetings, telephone calls and email exchanges regarding a bill; meetings, telephone calls and email exchanges with a client regarding a bill and language translation of a bill. All significant NBCW matters are assigned specific client/matter numbers. The NBCW general number should be used only for matters that are not assigned their own numbers.

Administration

98000/500

Firm administration (including activities of certain committees), practice group administration (including practice and assignment coordinator activities) and branch office administration.

Projects:	
Management	Activities of the Management Committee and group and department practice and assignment coordinators, as well as any review of Firm management and governance.
Administration/ Operations	Activities of Administration, Computer, Benefits, Library, Legal Assistants, Securities Transaction and Space Committees.
Finance	Activities of the Finance Committee.
Compensation	Activities of Compensation Committee and time devoted to compensation interviews and any review of the compensation system and its administration.

Personnel	Activities of Personnel and Senior Attorney Committees, but not the Recruiting and Training Committees.
Planning	Activities of Strategic Planning Committee and other time devoted to planning for the Firm, practice groups, individuals and clients.
Branch Offices	Activities relating to the operations of branch offices such as branch office administration, staffing and personnel.

Recruiting

98000/550

All recruiting activities (including interviewing, meetings, events) and expenses related to the bar admission process, i.e. interviews, transportation and accommodation, but not including registration fees.

Summer Associates' Program

98000/560

Professional Activities

98000/600

Bar associations, state bar registration fees, teaching at PLI, ALI/ABA or law schools, writing for publication, assistance to courts.

Miscellaneous

98000/800

Attendance at practice group and department breakfasts, lunches and other meetings (other than training sessions, which should be charged to 98000/201), Firm meetings, examination of legal periodicals and other steps toward keeping current, timekeeping, expense reports and other time spent on Firm matters not otherwise allocated.

Personal Time

98000/900

Projects:

- Vacation
- Illness
- Other [Relocation settle-in time]

This policy is part of the **Lawyers' Handbook**.

2.7 Pay Checks

Firm employees are paid biweekly or monthly. For those paid biweekly, the pay period covers the previous and current week of employment and checks are distributed on alternate Thursday afternoons. Those paid monthly receive their paychecks on the 26th of each month.

Paychecks for employees working at 450 Lexington may be cashed at:

- Citibank
399 Park Avenue Branch
Enter via the revolving doors on East 53rd Street
Private Banking towards the right

You simply present your DP&W payroll check, endorse it in the presence of a teller and show your personal "ID Access Card" plus another piece of ID. Payroll checks may not be cashed by the DP&W cashier on the 20th floor.

The Firm offers everyone the option of having payroll checks deposited directly into the recipient's bank account. You may designate a specific amount to be deposited in one of your accounts and the balance to another account or receive the balance in the form of a check. In order to participate, a completed direct deposit form along with a sample copy of your personal check for a checking account must be sent to the Payroll Department. Any direct deposit that has been set up will take effect within two payroll periods. The funds will be available to you on the day you receive compensation, since the deposit is electronically transferred. Accordingly, no time is needed for a check to clear. An electronic statement of earnings will be available on ADP iPay each payday.

This policy is part of the **Lawyers' Handbook**.

2.8 Personal Information Changes

You should inform Benefits (email: **benefits**) promptly of any changes in address, phone number or family status so that PIN and other databases can be kept current.

This policy is part of the **Lawyers' Handbook**.

2.9 Placement

The Firm offers assistance to lawyers considering a job change. This assistance may include paying for the services of a job placement specialist recommended by the Firm and bringing job opportunities to the attention of associates. In addition, the corporate department maintains an on-line list of job opportunities, which corporate lawyers can access by clicking on the link below.

- Corporate Job Opportunities
(Access for attorneys only.)

Associates who frequently receive inquiries about their interest in other jobs have asked the Firm to provide some guidance on the job market. The Firm has turned to an outside expert, Carol Kanarek, to provide that guidance; her piece can be read by clicking on the link below.

- Making It Your Decision: Notes on Placement Opportunities for Davis Polk Associates

(Carol has specialized in providing career-related services to lawyers and law firms, including the Firm, for over fifteen years. She holds B.A. and M. A. degrees in anthropology and received her J.D. from the University of Michigan Law School. She has worked as a corporate associate at a New York law firm and as the career services director and a legal writing instructor at a New York-area law school. She has served as chairperson of the Career Issues Committee of the American Bar Association's Young Lawyers Division, and conceived of and edited the first addition of Changing Jobs: A Handbook for Lawyers, which was published by the ABA in 1989. She recently was appointed to the Careers Task Force of the ABA, and is a member of the board of editors of Law Firm Partnership and Benefits Report. She frequently is invited to speak at meetings of state and local bar associations, and at programs sponsored by local and national law schools.)

If you would like the Firm to assist you, please contact any of Renee Desantis, the head of the Personnel Committee, or one of the partners responsible for placement assistance. Currently, those partners are:

- Corporate - Kathleen Ferrell
- Litigation - Jennifer Newstead
- Tax - Kathleen Ferrell
- Trust & Estates - Jeffrey Schwartz and Paula Ryan

Note: This procedure does not apply to UK Trainee Solicitors.

2.10 Pro Bono and Charitable Work

Davis Polk & Wardwell Pro Bono Commitment

Davis Polk & Wardwell views pro bono work as a central responsibility of the firm and our lawyers. We have a long and distinguished history of providing pro bono legal services to those who could not otherwise obtain legal representation and we expect each of our lawyers to work on pro bono matters throughout their careers at the Firm. At Davis Polk, we believe that pro bono work is critical to our lawyers and our firm not only because it assists those in need, but also because it enhances our own lives.

Davis Polk makes every effort to provide pro bono opportunities in numerous areas so that our lawyers can pursue the kind of pro bono commitment they find most meaningful. The Firm supports pro bono work through partner mentoring, training sessions, and devotion of resources. We cooperate with established pro bono service providers, clearinghouses, and courts so that our efforts are broadly channeled and most likely to benefit deserving individuals and recognized groups. In addition to fulfilling our desire and obligation to aid those in need, we are also gratified by the benefit pro bono work provides as a vehicle for early client responsibility and training.

Pro bono work is considered to be of equal stature to regular matters and is conducted in the Firm's name. Pro bono time is included as part of attorney time on Firm matters and evaluations of attorney performance take pro bono work into account.

Our Special Counsel for Pro Bono and our Pro Bono Coordinator, with the advice and supervision of the Pro Bono Committee, seek out and disseminate information on current pro bono opportunities and provide in-house support and training for lawyers handling individual matters. In addition, lawyers interested in areas in which the firm is not involved are encouraged to present matters to the Pro Bono Committee for consideration.

The Firm also encourages lawyers to participate in other civic activities, including mentor programs, participation in bar associations and service on the boards of directors of legal, charitable and civic organizations.

For more information, please see the Pro Bono intranet pages or contact Sharon Katz, Special Counsel for Pro Bono, or Amy Rossabi, Pro Bono Coordinator.

This policy is part of the **Lawyers' Handbook**.

2.11 Shredding - Document Shredding

Securely locked metal baskets are provided in each copy room at 450 Lexington for the proper disposition of sensitive documents requiring shredding. The baskets are picked up and emptied by the Maintenance Department on a routine and as-needed basis, and shredding is performed in a controlled and secure off-site location.

If you have a large volume of documents for shredding, i.e., one or more boxes, you should submit a request to, or call Maintenance at ext. 4-4399. You will need to provide the pickup location, quantity and client charge information. Boxes for shredding should not be left in places such as copy rooms and corridors.

This policy is part of the **Lawyers' Handbook**.

2.12 Technology Procedures

2.12.1 Apple (Mac) Computers and Laptops

Mac computers and laptops are not supported by Davis Polk's Information Systems group; however Computer Support will try to assist users with remote access issues. Remote access programs such as GoToMyPC, OWA and SGD have limited features when used on a Mac.

This policy is part of the **Lawyers' Handbook**.

2.12.2 BlackBerry

BlackBerry

- Provisioning
- Password
- Owner Information
- Email Signature
- Data Roaming / International Charges
- Tethering
- Phone Use
- Lost/Stolen / Damaged Devices
- BlackBerry Bold Extras
- Personal BlackBerrys

This section viewable only by all.support.ny, support_br and infosys.managers.

Provisioning

A BlackBerry is provided by the firm to all lawyers and managers in all offices. Legal assistants can obtain a BlackBerry with approval from their manager.

BlackBerrys cannot be borrowed or loaned out.

Password

Your BlackBerry must always be password-protected. When you first receive your device, it will have a default password and will lock after two minutes. You cannot disable your password, but you can change it and also adjust the lock time. Please note that your BlackBerry password should be different from your user account password and must be four or more characters. Please see the tip Password Protect Your BlackBerry for instructions.

Owner Information

You are responsible for filling out owner information on the BlackBerry so that your contact information is displayed when the device is locked. If the BlackBerry is lost, this information can be used to return the device. Please see the tip Adding Your Owner Information for instructions.

Email Signature

The same tax and confidentiality signatures used for Outlook email must be added to outgoing BlackBerry email. Instructions for setting a BlackBerry signature can be found in the BlackBerry User Guide.

Data Roaming / International Charges

NY, DC, MP

All AT&T BlackBerrys in US offices are enabled for international use; however, data charges outside of the United States can be expensive. If you plan to travel internationally with your BlackBerry, contact Computer Support so they can temporarily enable an international data plan on your device.

LN, SP, PS, TK, HK, BG

All European and Asian office BlackBerrys are enabled for international use and do not need to be transferred to a different international data or phone plan when traveling.

Tethering

NY, DC, MP

AT&T provides a service whereby you can connect your BlackBerry to your Davis Polk or personal laptop and use it to get a wireless Internet connection from locations within the United States. For the US offices, this is the preferred broadband method for laptop users due to cost considerations. The tethering feature can be added for partners upon request. Other lawyers will need approval from any partner currently on the Technology Committee. If approval is secured, please forward the request with approval to Computer Support, and they will enable the feature and send you instructions.

While tethering sometimes works outside the United States, it should never be used because of prohibitive roaming charges. If you travel internationally and believe you may not have access to an Internet connection, an international broadband card can be requested for use with Davis Polk laptops.

LN, SP, PS, TK, HK, BG

BlackBerry tethering is currently not available with the European and Asian office BlackBerrys.

Phone Use

Office	BlackBerry Phone Policy
New York, Menlo Park, DC	<p>BlackBerry users can sign up for a personal phone plan with AT&T to receive better rates and use the BlackBerry as their main phone. For more information about adding a voice plan, please see the BlackBerry Voice Plan Options page. Loaner cell phones are also available as an alternative to the BlackBerry phone.</p> <p>At the end of the month, any BlackBerry calls made without a voice plan must be individually charged to a client/matter number or a personal number. A list of your calls will be provided. SMS (text) messages will automatically be charged to your personal account.</p>
London, Madrid, Paris	<p>Cell phones are provided to lawyers, but BlackBerrys do have an enabled phone that can also be used. Any international calls/roaming calls must be charged to a client/matter number or a personal number. Excessive use of SMS or other nonbusiness-related features will be charged to the personal account.</p>
Tokyo	<p>Cell phones are typically provided for Firm use; however, the BlackBerrys do have an enabled phone that can be used. Any international BlackBerry calls must be charged to the client or personal account.</p>
Hong Kong	<p>BlackBerrys come with an enabled phone. Any international calls/roaming calls must be charged to a client/matter number or a personal number. Excessive use of SMS or other nonbusiness-related features will be charged to the personal account.</p>
Beijing	<p>BlackBerrys come with an enabled phone, but because of the high roaming rates in Beijing, the BlackBerry phone should not be used except in an emergency.</p>

Lost / Stolen / Damaged Devices

If a BlackBerry is lost or stolen, it must be immediately reported to Computer Support so that the device can be remotely cleared and disabled.

If the device is lost or there is major damage such as a broken screen or water damage, a fee is charged. The first replacement is 50% of the cost of the unit. The full cost of the unit will be charged for each additional replacement.

There is no fee if the device is stolen and a police report is provided.

BlackBerry Bold Extras

The BlackBerry Bold comes with preinstalled programs and services. These extras are not supported by our Information Technology group, and any charges will not be covered by the Firm. However, they can be enabled for personal use. For more information on these extras, see the following FAQs:

- Mass Storage
- AT&T Navigator
- Bluetooth (Hands Free)

If your BlackBerry is lost, stolen or replaced, you will not be able to recover extra third-party applications, photos, videos, music or personal items that you had installed on to your BlackBerry. Computer Support advises following some best practices to minimize your losses.

Personal BlackBerrys

This section viewable only by all.support.ny, support_br and infosys.managers.

Partners can purchase their own BlackBerry model instead of a firm-issued BlackBerry as long as it is AT&T compatible.

2.12.3 Cellular Phones

Office	Cellular Phone Policy
New York	Loaner cell phones are available through the Telecommunications department. A client/matter number must be supplied and all charges will be billed to that number. For more information, contact the Telecommunications group (4-6658) or create a HEAT Self Service request to Information Systems with a Problem/Request type of "Cellular Phone."
Menlo Park, DC	Loaner cell phones are available upon request through the local Computer Support staff. Cell phone charges will be billed to either a client/matter or personal number. Upon request, visiting lawyers can be given a loaner cell phone.
London, Paris, Madrid	Cell phones are provided to all lawyers, and individual charges are billed to client matters or lawyer personal numbers. Upon request, visiting lawyers can be given a loaner cell phone.
Tokyo	Cell phones or firm SIM cards are available for lawyers who would prefer to use a Firm cell phone rather than their own. The Firm covers a monthly basic usage fee and, international calls will be charged to the client or lawyer personal account. Upon request, visiting lawyers can be given a loaner cell phone.
Hong Kong	Firm cell phones are not typically provided, since the BlackBerry phone is enabled. Upon request, visiting lawyers can be given a loaner cell phone.

Beijing	Loaner cell phones are available upon request through the office administrator on a temporary basis. The Firm covers a monthly basic usage fee and international calls will be charged to the client or lawyers personal account. Upon request, visiting lawyers can be given a loaner cell phone.
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This policy is part of the **Lawyers' Handbook**.

2.12.4 Dual Monitors

Dual monitors are available upon request to lawyers, law clerks and managers. All other requests will be evaluated on a case-by-case basis. Lawyers in the NY Office requesting a dual monitor should contact the Hardware group (4-4141) or submit a HEAT Self Service request to Information Systems with a Problem/Request type of "PC Hardware". Lawyers from all other offices should contact their local IT Coordinators or their office administrator.

This policy is part of the **Lawyers' Handbook**.

2.12.5 Home Technical Support (Non-Work Problems)

Davis Polk has a relationship with a company in the greater NY area that can provide a high level of expertise in the setup, maintenance and repair of your personal and home computer equipment. The company, Advantage Technologies, can perform a number of useful tasks such as repairing PCs and laptops, installing printers and setting up home networks.

If they determine that their work requires a visit to your home, you will be able to arrange for an appropriate time for them to come to your home where they can then diagnose and fix the problems or install the appropriate hardware or software. They charge an hourly rate for their work (plus travel time if required) and additional costs for parts if necessary. Over the past few years they've worked with a large number of Davis Polk staff, and their track record is excellent.

If you would like their help, you can call them directly at: (212) 717-7700. If they do work for you, their charges will be automatically billed to your personal account. Please note that although we recommend this company, Information Systems does not serve as an intermediary for arranging for their services nor can we guarantee their work – all transactions are solely between you and Advantage Technologies.

For help outside of the New York office, please contact your local Computer Support staff for advice on third-party services.

This policy is part of the **Lawyers' Handbook**.

2.12.6 Remote Access

- GoToMyPC
- SGD
- OWA (outlook.dpw.com)
- Emergency Access

GoToMyPC

GoToMyPC allows users to access their actual Davis Polk PC from home, while traveling, or virtually anywhere where they have an Internet connection. All lawyers and managers are given GoToMyPC access. Other users can request access from Computer Support based on need and required approvals.

SGD

Secure Global Desktop (SGD) provides access to the Davis Polk Desktop from anywhere you have an Internet connection. All lawyers and managers are granted SGD access. Other users can request access from Computer Support based on need and required approvals.

OWA (outlook.dpw.com)

Outlook Web Access (OWA) provides access to your Outlook email from anywhere you have an Internet connection. All firm employees with Outlook accounts can use OWA. The login/password is your office login and office password.

Security Settings

When logging onto OWA you must choose either "This is a public or shared computer" or "This is a private computer." If you are connecting to OWA from a public computer such as an airport kiosk or PC at a client-site, you must choose "public or shared computer." This will minimize the risk of accidentally downloading attachments to the public computer or leaving your email session logged on.

Emergency Access

Some staff have been given remote access via GoToMyPC and SGD solely for the purpose of working outside the office in the event of an Firm-designated emergency. The same steps and guidelines apply for GoToMyPC and SGD. Emergency staff should ensure they are comfortable using these methods and have the necessary passwords handy at all times.

This policy is part of the **Lawyers' Handbook**.

2.12.7 Technology Discounts

The Firm offers various employee discounts, which are outlined on the Human Resources Personnel Discounts page. These include:

- discounts on cell phone service through AT&T and Verizon
- discounts for lawyers on Microsoft Office
- discounts on select preconfigured systems and electronics at Dell

The Firm does not provide an allowance for at-home technology such as PCs or networking equipment.

This policy is part of the **Lawyers' Handbook**.

2.12.8 Wireless Keyboards/Mice

Wireless keyboards and mice are available to partners upon request but currently are not available to other users. All other requests, based on need, will be evaluated on a case-by-case basis. To request a wireless keyboard or mouse, contact the Support or submit a HEAT Self Service request to Information Systems with a Problem/Request type of "PC Hardware."

This policy is part of the **Lawyers' Handbook**.